



D. CARNEGIE & CO.

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Notice of extraordinary general meeting of D. Carnegie & Co AB (publ)

The shareholders of D. Carnegie & Co AB (publ) (the “Company”) are hereby summoned to an extraordinary general meeting on Friday 14 October 2016 at 2 p.m. at Advokatfirman Vinge’s office at Smålandsgatan 20, in Stockholm.

The extraordinary meeting is summoned further to the shareholder Vega HoldCo Sarl, a company controlled by Blackstone¹, representing 28.61 per cent of the total number of outstanding shares in the Company, having requested an extraordinary general meeting in order to resolve on election of board members, election of chairman and remuneration to the board of directors in the Company.

Right to attend the general meeting

Shareholders who wish to attend the general meeting must be registered in the share register maintained by Euroclear Sweden AB on Friday 7 October 2016, and must also notify the Company of their intention to attend the meeting no later than Monday 10 October 2016.

The notification must be made in writing to D. Carnegie & Co AB (publ), Strandvägen 5A, SE-114 51 Stockholm or by e-mail to info@dcarnegie.se. The notification must state the shareholder’s name, personal identity number/registration number, shareholding, address, day time telephone number and information about the attendance of any assistants (maximum two) and, if applicable, information about any proxies.

Proxy

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney and the certificate of registration may not be older than one year, however, the power of attorney may be older provided that the power of attorney according to its wording is valid for a longer period, although, not more than five years. The original power of attorney and the certificate of registration should be sent to the Company at the address mentioned above in good time prior to the general meeting. A proxy form is available at www.dcarnegie.se and will also be sent to shareholders who so and state their postal address.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must temporarily re-register their shares in their own names in order to be entitled to attend the general meeting. Such registration must be duly effected in the share register maintained by Euroclear Sweden AB on Friday 7 October 2016, and the shareholders must therefore advise their nominees well in advance of this date.

Number of shares and votes

In the Company, on the day of this notice, there are a total of 5,369,866 shares of series A that hold five (5) votes per share at the general meeting and 71,938,910 shares of series B that hold one (1) vote per share at the general meeting. Thus, there are a total of 77,308,776 shares and 98,788,240 votes in the Company.

Proposed agenda

1. Opening of the meeting
2. Appointment of chairman of the general meeting
3. Preparation and approval of the voting list
4. Approval of the agenda

¹ Vega HoldCo Sarl is wholly owned by real estate funds advised by affiliates of the Blackstone Group L.P.

5. Election of one or two persons to approve the minutes
6. Determination of whether the general meeting has been duly convened
7. Determination of the number of board members
8. Determination of remuneration to the board of directors
9. Election of board members and chairman
10. Closing of the meeting

Item 7 – Determination of the number of board members

The shareholder Vega HoldCo Sarl, representing 28.61 per cent of the total number of outstanding shares in the Company, proposes that the number of board members in the Company shall continue to be five ordinary board members, with no deputies, as determined by the annual general meeting on 12 May 2016 (the “AGM”).

Item 8 – Determination of remuneration to the board of directors

The shareholder Vega HoldCo Sarl, representing 28.61 per cent of the total number of outstanding shares in the Company, proposes that the remuneration to the board of directors in the Company shall continue to be the remuneration that was determined by the AGM, except that the chairman shall not receive any remuneration for the assignment as board member and chairman from the date of this extraordinary general meeting (the “EGM”). Remuneration between appointed and resigned board members shall be allocated pro rata in relation to the time they have served as board members.

The proposal means that Knut Pousette (i) for the period as chairman, i.e. from the AGM until the day of the EGM, shall receive remuneration equal to the amount determined by the AGM for the chairman (calculated pro rata for the period) and (ii) for the period from the day of the EGM until the end of the next annual general meeting, shall receive remuneration equal to the amount determined for the other board members (calculated pro rata for the period).

The resolution is conditional upon the EGM resolving in accordance with the proposal in item 9.

Items 9 – Election of board members and chairman

The shareholder Vega HoldCo Sarl, representing 28.61 per cent of the total number of outstanding shares in the Company, proposes that:

- Andrew Lax and Svein Erik Lilleland replace the board members Ranny Davidoff and Terje Nesbakken, who have requested to be replaced as board members, for the period until the end of the next annual general meeting; and
- Andrew Lax replaces Knut Pousette as chairman of the board of directors, for the period until the end of the next annual general meeting.

Right to require information and the nomination committee’s motivated statement

The shareholders are reminded of their right to require information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Vega HoldCo Sarl has informed the nomination committee about the above proposals and their motivated statement regarding item 9 will be available for inspection at the Company’s offices, Strandvägen 5A, SE-114 51 Stockholm and on the Company’s webpage www.dcarnegie.se, at the latest on 23 September 2016, and will be sent to shareholders who so request and state their address.

Stockholm, September 2016
D. Carnegie & Co AB (publ)
The board of directors

About D. Carnegie & Co

D. Carnegie & Co is a property company focusing on residential properties in the Greater Stockholm region and other growth areas. The company's business concept is to own property portfolios slated for a gradual renovation of apartments in conjunction with the natural turnover of tenants. This can take place quickly and cost-efficiently thanks to extensive experience from the Bosystem renovation method which, among other things, means that no evacuation needs to take place. In addition to this, the company creates value through the development of building rights in existing portfolios. The market value of the company's properties amounted to MSEK 1,349 on 30 June 2016. The total rental value amounted to MSEK 15,205 on 30 June 2016 annually. The economic occupancy rate is high – vacancies are virtually non-existent. D. Carnegie & Co is listed on Nasdaq Stockholm.