



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) (556498-9449) are hereby summoned to an extraordinary general meeting on Friday 23 February 2018 at 3.00 p.m. at Mannheimer Swartling Advokatbyrå's offices at Norlandsgatan 21 in Stockholm. Registration commences at 2.00 p.m.

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 Saturday 17 February 2018, and must also notify the company of their intention to attend the meeting no later than on Monday 19 February 2018, preferably before 4.00 p.m.

The notification must be made in writing to D. Carnegie & Co AB (publ), Engelbrektsplan 1, SE-114 34 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 evidencing the circumstances on the date of the general meeting 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 set forth above in due time prior to the general meeting. A proxy form is available at www.dcarnege.se and will also be sent to shareholders who so request 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 16 February 2018 since the record day is on Saturday 17 February 2018, and the shareholders must therefore advise their nominees in due time before 16 February 2018.

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 73,411,910 shares of series B that hold one (1) vote per share at the general meeting. Thus, there are a total of 78,781,776 shares and 100,261,240 votes in the company. The company does not hold any treasury shares.

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
5. Election of one or two persons to approve the minutes
6. Determination of whether the general meeting has been duly convened
7. Resolution regarding authorisation for the board to resolve on the issue of new shares
8. Closing of the meeting

Item 7 – The board's proposal for resolution regarding an authorisation for the board to resolve on the issue of new shares

The board of directors proposes that the general meeting authorises the board of directors to resolve on the issue of new shares with a preferential right for the company's shareholders at one or several occasions during the period up to the company's annual general meeting in 2018. The total number of shares that may be issued by virtue of the authorisation shall be within the limits of the share capital as set forth in the articles of association, and, as a maximum amount be the number of shares that corresponds to gross issue proceeds of approximately SEK 1.5 billion. Other terms and conditions for any new share issue(s) shall be determined by the board of directors.

The shareholders are reminded of their right to require information in accordance with Chapter 7 Section 32 first paragraph item 1 of the Swedish Companies Act. The complete proposal under item 7 of the agenda will be held available at the company's office on Engelbrektsplan 1, in Stockholm and on the company's website, www.dcarnege.se, at least three weeks before the meeting. Copies of the documents will be sent to the shareholders who so request and who inform the company of their postal address.

Stockholm, January 2018

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 company's 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 SEK 20,594 million on 30 September 2017. The total rental value amounted to SEK 1,562 million annually on 30 September 2017. The economic occupancy rate is high – vacancies are virtually non-existent. D. Carnegie & Co is listed on Nasdaq Stockholm.