



## **ANNUAL GENERAL MEETING OF FASTIGHETS AB BALDER (publ)**

The shareholders of Fastighets AB Balder (publ), corporate identity no. 556525-6905, are hereby summoned to the Annual General Meeting on Tuesday, 7 May 2013 at 4:00 p.m. at Restaurang Palace, Södra Hamngatan 2, Brunnsparken in Gothenburg.

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

Shareholders who wish to participate in the annual general meeting shall

be registered in their own name (not nominee-registered) in the share register maintained by Euroclear Sweden AB on Tuesday, 30 April 2013,

*as well as* notify their participation to the company no later than 4:00 p.m. on Friday, 3 May 2013. The number of assistants (maximum of two) that the shareholder wishes to bring along shall be notified within the same period of time.

### **Notification**

Notification of participation in the meeting can 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)

Notification shall include the shareholder's name, Swedish personal identity number or corporate identity number, address and telephone number.

Shareholders who are represented by proxy shall submit a written and dated power of attorney, which may not be more than five years old on the date of the annual general meeting. The power of attorney form may be obtained on the company's home page. 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 annual general meeting.

### **Entered in share register**

Shareholders whose shares are held through nominees must arrange for temporary registration of the shares in their own name in order to have the right to participate in the

annual general meeting. Such registration must be completed at Euroclear Sweden AB by Tuesday, 30 April 2013.

### **Proposed agenda**

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Election of at least one person to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Approval of the agenda of the meeting.
7. Presentation of the annual accounts and the auditors' report and the consolidated accounts and the auditors' report for the group, in connection with the statement 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) appropriations regarding the company's profits according to 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 any deputy board members and 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 on new issues.
15. Resolution regarding authorisation for the board to resolve on repurchase and transfer of the company's own shares.
16. Conclusion of the meeting.

### **Proposals for resolution**

The nomination committee has been appointed according to instructions given on the AGM 2012 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 meeting (item 2)*

The nomination committee proposes that the chairman of the board, Christina Rogestam, be elected as chairman of the annual general meeting.

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

The board proposes that the annual general meeting resolve

that of the accumulated profit of SEK 4,569,537,617, a dividend should be approved in the amount of SEK 120 000 000 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 10 July 2013, 10 October 2013, 10 January 2014 and 10 April 2014.

Furthermore, the board proposes that the annual general meeting 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 that no deputy board members shall be elected.

*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 general meeting and who are not employed in the company.

The nomination committee proposes that fees to the company's auditors should be paid according to approved invoices.

*Election of board members (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 by the AGM 2009 for a period until the end of AGM 2013. The nomination committee proposes that the registered public accounting firm Öhrlings Price WaterhouseCoopers, shall be elected as auditor for the company until the end of the AGM 2017 and with the authorized public accountant Bengt Kron as auditor in charge.

*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 2014 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 annual general meeting resolve on guidelines for remuneration to senior executives to apply until the time of the annual general meeting 2014 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. Total 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 annual general meeting 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 a maximum of 5,000,000 preference shares and/or Class B shares equivalent to a maximum of 10 (ten) per cent of the existing share capital.

The board shall, with or without deviation from the preferential rights of shareholders, have the power to resolve that preference shares and/or class B shares, wholly or in part, shall be able to be subscribed for against payment, in cash, in kind or by right of set-off.

Shares under the 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 which own properties or in order to capitalise the company before such acquisitions or capitalise the company in other respects.

The board further proposes that the general annual meeting authorises the board 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 repurchase and transfer of own shares (item 15)*

The board proposes that the annual general meeting resolve to authorise the board, during the period until the next annual general meeting, on one or more occasions, to pass resolutions on repurchasing such a number of Class B shares that the company's holding at no time exceeds 10 per cent of all shares in the company. Acquisition of shares shall take place (i) on NASDAQ OMX 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 B shareholders, 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 annual general meeting authorise the board during the period until the next annual general meeting, on one or more occasions, to pass resolutions on transferring at most all own shares of Class B that the company holds at each point in time, (i) on NASDAQ OMX Stockholm or (ii) in connection with acquisition of companies, operations or properties on market-related terms. Transfer of shares on NASDAQ OMX 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 purpose of the authorisations is that the board shall have increased freedom of action and the possibility to continually adapt the company's capital structure and thereby contribute to increased shareholder value and also have the possibility to finance future acquisitions.

### **Other information**

The resolutions of the annual general meeting under items 14 and 15 are only valid if they are supported by shareholders holding at least two thirds of both the votes cast and the shares represented at the annual general meeting.

### **Number of shares and votes**

On the date this notice is being published, the total number of shares in the company amounted to 168,396,852, of which 11,229,432 shares of Class A, representing 11,229,432 votes (one vote per share), 151,167,420 shares of Class B representing 15,116,742 votes (one tenth of one vote per share) and 6,000,000 preference shares representing 600,000 votes (one tenth of one vote per share). Accordingly, the total number of votes in the company amounted to 26,946,174. The company's holdings of own shares amounted to 2,859,600 shares of Class B equivalent to 285,960 votes. The company may not vote for the above-mentioned 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 power of attorney forms will be available at the company from and including 16 April 2013, 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 sent free of charge to the shareholders who request it and who provide their postal address and will also be available at the annual general meeting. The documents will be presented at the meeting.

## **Information at the meeting**

Shareholders have the right under Chapter 7 § 32 of the Swedish Companies Act (2005:551) to request information at the annual general meeting from the board of directors and the CEO about circumstances which can impact on matters on the agenda and circumstances that can impact on the company's financial position.

Gothenburg, April 2013

Fastighets AB Balder (publ)  
The Board of Directors