

Notice to Annual General Meeting in Atrium Ljungberg AB (publ)

The shareholders of Atrium Ljungberg AB (publ) are hereby invited to the Annual General Meeting to be held on Wednesday 27 March 2019 at 5.00 p.m. at Marcusplatsen 19 in Sickla, Nacka

Notice of Attendance

Shareholders who wish to attend the General Meeting shall:

- (i) have entered into the share register kept by Euroclear Sweden AB on Thursday 21 March 2019; and
- (ii) give notice of his or her intention to participate at the General Meeting no later than Friday 22 March 2019. Notice of attendance at the General Meeting shall be made in writing to Atrium Ljungberg AB, P.O. Box 4200, SE-131 04 Nacka, or by telephone +46 8 615 89 00, or via the Company's website www.al.se, or by e-mail to info@al.se. When giving notice of participation, the shareholder shall state name, personal identification number or company registration number, telephone number and number of shares represented at the General Meeting. If participation is by way of proxy, such document should be submitted in connection with the notice of participation at the General Meeting. For shareholders who wish to participate at the General Meeting by proxy, a proxy form will be available at the company's website, www.al.se and may be ordered by contacting the Company at the above telephone number.

Shareholders with nominee-registered shares must, in order to participate at the General Meeting, temporarily register the shares in his or her own name. Such shareholder must notify its nominee regarding the above-mentioned matter in due time prior to 21 March 2019.

Matters to be dealt with at the Meeting

1. Election of Chairman of the Meeting
2. Approval of the agenda
3. Preparation and approval of the voting list
4. Election of at least one person to certify the minutes
5. Establishment of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statement and the Group Auditor's Report
7. Resolution regarding adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet
8. Resolution regarding discharge from liability for the members of the Board of Directors and the Managing Director
9. Resolution regarding appropriation of the company's profit according to the adopted balance sheet
10. Resolution regarding the number of members of the Board of Directors
11. Resolution regarding fees for the Board of Directors and the Auditors

12. Election of members of the Board of Directors
13. Election of auditor
14. Resolution regarding Guidelines for remuneration of the Senior Executives of the Company
15. Authorisation for the Board of Directors to resolve to issue new shares
16. Authorisation for the Board of Directors to resolve to purchase and transfer own shares of the Company
17. Closing of the Meeting

Proposals

Election of Chairman of the Meeting (item 1)

The Nomination Committee, consisting of Per-Erik Hasselberg (also Chairman of the Nomination Committee), representing the Holmström Family, Lars Ericson, representing Konsumentföreningen Stockholm, Hans Hedström, representing Carnegie Fonder, Johan Ljungberg, representing the Ljungberg Family and Ilkka Tomperi, representing Ömsesidiga arbetspensionsförsäkringsbolaget Varma, proposes Johan Ljungberg to be elected as Chairman of the Meeting.

Resolution regarding appropriation of the company's profit according to the adopted balance sheet (item 9)

The Board of Directors proposes a distribution of SEK 4.85 per share to be paid as ordinary dividend for the financial year 2018. It is proposed that record date for the dividend shall be Friday 29 March 2019. If the General Meeting is resolving in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden AB on Wednesday 3 April 2019.

Election of members of the Board of Directors, fees etc. (items 10-12)

The Nomination Committee has presented the following proposals:

- that the Board of Directors shall consist of six ordinary members of the Board of Directors;
- that the fees for the Board of Directors shall be SEK 1,540,000 of which SEK 440,000 shall be allocated to the Chairman and SEK 220,000 to each of the other members of the Board of Directors;
- that remuneration for the auditors shall be paid in accordance with approved invoices; and
- that the following members of the Board of Directors shall be re-elected: Johan Ljungberg (also re-elected as Chairman of the Board of Directors), Simon de Château, Anna Hallberg, Erik Langby and Sara Laurell, and that Conny Fogelström shall be elected as new member of the Board of Directors. Sune Dahlqvist has declined re-election.

Election of auditor (item 13)

The Nomination Committee proposes that Öhrlings PricewaterhouseCoopers AB shall be elected as auditor of the Company for the time until the end of the Annual General Meeting held in 2023. The audit firm intends to appoint authorized public accountant Helena Ehrenborg as the principal auditor and to sign the audit report.

Resolution regarding Guidelines for remuneration of the Senior Executives of the Company (item 14)

The Board of Directors proposes the following Guidelines for remuneration of the Senior Executives of the Company.

Salaries and other terms and conditions of employment for the Senior Executives shall be on market conditions and competitive, but not market-leading in relation to other comparable companies.

The Guidelines shall apply for the Senior Executives, which currently consists of the Managing Director and business area directors. The remuneration of the Managing Director shall be proposed by the Chairman of the Board of Directors and be determined by the Board of Directors. Remuneration payable to other members of the senior management shall be proposed by the Managing Director and approved by the chairman of the Board of Directors.

Remuneration to the senior management, including the Managing Director, consists of fixed salary. No variable salary or performance-related remuneration shall be paid. The retirement age for the Managing Director is 62 years. For other members of the senior management, the retirement age is 65 years. Pension plans shall be defined contribution plans, which mean that the Company has no additional obligations after payment of the annual premiums.

In the event of termination of employment by the Company, the Managing Director of the Company has a notice period of twelve months. Other members of the senior management have a notice period of up to six months. In the event of termination of employment by the Company, the Managing Director of the Company is entitled to severance pay corresponding to 12 month's salary. No further severance pay exists. In addition, the terms and conditions that the Company applies to other employees of the group, either in accordance with collective agreements or in accordance with unilateral commitments by the Company to the employees, shall in relevant part also apply to the Senior Executives. The Board of Directors may depart from the above-mentioned Guidelines if there are special grounds for doing so in a particular case.

Authorisation for the Board of Directors to resolve to issue new shares (item 15)

The Board of Directors proposes that the General Meeting authorizes the Board of Director, on one or more occasions during the period until the next Annual General Meeting, to resolve on share issue of a maximum of 13,300,000 Class B shares (corresponding to a dilution of approximately 10.0 percent of share capital and approximately 7.9 percent of the votes).

The purpose with the authorization is that the Company in a time efficient way shall be able to make payment in shares in connection with possible acquisitions of properties or businesses that the Company may undertake.

Authorisation for the Board of Directors to resolve to purchase and transfer own shares of the Company (item 16)

The Board of Directors proposes that the General Meeting resolves to authorize the Board of Directors until the next Annual General Meeting, on one or more occasions, to resolve on



repurchasing so many Class B shares that the Company's holding at no time exceeds 10 percent of all shares in the Company. The shares shall be acquired on Nasdaq Stockholm and only at a price within the price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price, or through a public offer to all shareholders, whereby the purchase shall be made at a price equivalent to the lowest quoted share price at the time and a maximum of 150 per cent of the current quoted share price. Payment for shares repurchased shall be in cash.

The Board may resolve to repurchase its own shares within the context of a repurchase program in accordance with Article 5 of the EU Market Abuse Regulation, provided the purpose of the acquisition is merely to reduce the Company's share capital.

Furthermore, the Board of Directors proposes that the General Meeting resolves to authorize the Board of Directors until the next Annual General Meeting, on one or more occasions, to resolve on the transfer of own Class B shares. The number of Class B shares transferred may not exceed the total number of shares held by the Company at any time. Transfers may be conducted on or outside Nasdaq Stockholm, including a right to resolve upon deviations from the shareholders' preferential rights. The transfer of shares on Nasdaq Stockholm shall be conducted at a price within the registered price range at the time of the transfer. The transfer of shares outside Nasdaq Stockholm shall be made at a price in cash or value in property received that in all material respect corresponds to the share price at the time of the transfer of the Class B shares in the Company.

The purpose of the above authorisations is to give the Board of Directors greater scope to act when working with the Company's capital structure and thereby contribute to increased shareholder value and that the Company in a time efficient way shall be able to make payment with own shares in connection with possible acquisitions of properties or businesses that the Company may undertake.

A valid resolution requires approval of shareholders representing at least two-thirds of the votes cast and the shares represented.

Miscellaneous

The Annual Report for the financial year 2018 and the Board of Directors' statement in respect of the above proposal regarding profit distribution and authorisation to purchase own shares will be available at the Company as from 6 March 2019 at the address Smedjegatan 2C in Nacka and on the Company's website www.al.se. The Annual Report will also be distributed to shareholders prior to the AGM and can be ordered by telephone +46 8 615 89 00 or by e-mail: info@al.se. Shareholders are reminded of their right to request information at the General Meeting from the Board of Directors and the Managing Director pursuant to Chapter 7, section 32 of the Swedish Companies Act.



As of 20 February 2019, a total of 133,220,736 shares exist in the Company, representing a total of 169,220,736 votes, divided into 4,000,000 Class A shares and 129,220,736 Class B shares. The Company currently holds 2,791,000 own Class B shares.

Nacka, February 2019
Atrium Ljungberg AB (publ)
Board of Directors

For additional information, please contact:

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Atrium Ljungberg is one of Sweden's biggest listed property companies. We own, develop and manage properties in growth markets in Stockholm, Gothenburg, Malmö and Uppsala. Our focus is to develop attractive urban environments for offices and retail, supplemented with residential, culture, service and education. The total letting area is approximately one million square metres, distributed among around fifty properties and valued at SEK 45 billion. Our retail hubs draw nearly 60 million visitors on an annual basis and our areas include more than 30,000 workers and students as well as 1,000 residents. Our project portfolio will enable us to invest the equivalent of approximately SEK 17 billion in the future. Atrium Ljungberg is listed on the NASDAQ Stockholm Large Cap list. Find out more at www.al.se