

# Invitation to the Annual General Meeting of Diös Fastigheter AB (publ)

The shareholders of Diös Fastigheter AB (publ) are hereby invited to attend the Annual General Meeting (AGM), to be held on Wednesday 26 April 2017 at 1.00 p.m. at Diös premises at Fritzhemsgatan 1A, Frösön, Östersund, Sweden.

Shareholders who wish to attend the meeting shall;

- be recorded as a shareholder in the share register, kept by Euroclear Sweden AB, (the Swedish Central Securities Depository), on April 20, 2017.
- give notice of participation no later than on April 20, 2017, at 12.00 p.m.

Shareholders who have trustee-registered shares should:

- request the bank or broker holding the shares to request temporary owner-registration, so-called voting-right registration, several bank-days prior to April 20, to be entitled to participate in the Meeting.

Notice of participation can be submitted in writing to Diös Fastigheter AB, "AGM 2017", Box 188, 831 22 Östersund, Sweden, or via the registration form on our website, [www.dios.se](http://www.dios.se). When giving notice of participation, the shareholder is to state his or her name, personal ID/corporate registration number, address and telephone number, their shareholding in Diös and the names of any advisors they wish to attend. Shareholders who are represented by proxy shall issue a power of attorney to be enclosed with the notice of participation, along with any registration certificates or other proof of authorisation.

If you want to be represented by proxy or if you are a legal entity, please contact Andreas Höhling, attorney at law firm Glimstedt, +46 8 566 119 13 or +46 73 516 00 07.

## **Proposed agenda:**

1. Opening of the Meeting.
2. Election of a Chairman for the Meeting.
3. Establishment and approval of the register of shareholders.
4. Approval of the agenda.
5. Election of one or two members to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Statement by the CEO.
8. Presentation of the Annual Report and the Auditors' Report together with the Consolidated Financial Statement and Consolidated Auditors' Report.

Diös Fastigheter AB owns and develops both commercial and residential properties in prioritized growth areas in northern Sweden. With a market value of approx. SEK 18 billion, a portfolio of 345 properties and a lettable area of 1.570.000 sq.m, our vision is to be the most active and sought-after landlord in our market. The properties are located from Borlänge to Luleå with its head office in Östersund. The company has since 2005 had a continuous growth in value in the property portfolio and the share is listed on Nasdaq OMX Stockholm, Mid Cap. Learn more about Diös on [www.dios.se](http://www.dios.se)

9. Resolutions concerning:
  - a) the adoption of the income statement and balance sheet together with the consolidated income statement and consolidated balance sheet,
  - b) the appropriation of the company's profit on the basis of the balance sheet adopted,
  - c) discharge to the members of the Board and the Managing Director for their activities during the financial year, and
  - d) the record date, if the Annual General Meeting approves the profit distribution proposal.
10. Determination of the number of members of the Board and deputy Board members.
11. Approval of the Board of Directors' and the auditor's remuneration.
12. Election of Chairman and members of the Board.
13. Election of auditors.
14. Approval of policies for remuneration and terms of employment for the members of the management team.
15. Approval of policies regarding the composition of the Nominating Committee.
16. Resolution to authorise the Board of Directors to buy back and transfer shares of the company.
17. Resolution to authorise the Board of Directors to resolve on new share issues.
18. Other business.
19. Closing of the meeting.

### **Proposals**

#### **Election of a Chairman for the Meeting (item 2)**

The nominating Committee, consisting of Chairman Bo Forsén (Backahill Inter AB), Håkan Sandberg (Pensionskassan SHB Försäkringsförening), Jonas Bengtsson (Bengtssons Tidnings Aktiebolag) and Bob Persson (AB Persson Invest), proposes Bob Persson as Chairman of the AGM.

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

The Board proposes that the AGM declare a dividend of SEK 2.00 per share for 2016. The proposed record date for the dividend is 28 April 2017. If the AGM adopts the proposal it is expected that the cash dividend will be distributed by Euroclear Sweden AB on 4 May 2017.

**Election of members of the Board of Directors, auditors, remuneration, etc. (items 10-13)**

The Nominating Committee proposes;

- to appoint five regular Board members with no deputies,
- to re-elect existing members Anders Bengtsson, Maud Olofsson, Ragnhild Bengtsson and Bob Persson,
- to elect Anders Nelson as member of the Board of Directors,
- to re-elect Bob Person as Chairman of the Board,
- that Director's fees be paid to the Board of Directors in a total amount of SEK 800,000:
  - SEK 200,000 to the Chairman of the Board, and
  - SEK 150,000 to each non-executive Board member,
- as for auditor, after completed procurement and in accordance with the Audit Committee's recommendation, re-elect Deloitte AB, with authorised auditor Lars Helgesson as responsible auditor, and
- to remunerate the auditors on the basis of approved invoices.

**Resolution regarding principles for remuneration and other terms of employment for Senior management (item 14)**

The Board of Directors proposes following guidelines for remuneration of Senior management

Remuneration and benefits to the Managing Director are decided by the company's Board of Directors. Remuneration to other senior executives is decided by the Managing Director in consultation with the company's Board of Directors. Variable incentive compensation plans were introduced in 2012 for the company's Managing Director and senior executives, but there are no types of share-based compensation. Variable compensation is capped at one month's salary. The Managing Director is entitled to a company car and insurance and retirement benefits in accordance with the ITP scheme applicable during the period of employment. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for the Managing Director is 65 years. The period of notice given by the company to the Managing Director is 12 months. The period of notice given by the Managing Director to the company is 4 months. Remuneration during a period of notice is deducted from income from another employer. Other senior executives are entitled to a company car. During the period of employment with the company, other executives are entitled to insurance and pension benefits in accordance with the ITP scheme applicable at the time. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for other senior executives is 65 years. The contracts of other members of Group management are terminable by either party on three to six months' notice.

**Resolution regarding approval of policies regarding the composition of the Nominating Committee (item 15)**

The Nominating Committee proposes that a new Nominating Committee for the 2018 AGM be appointed in the same manner as for the present AGM, i.e. that the Committee be appointed no later than six months before the AGM and consist of representatives of the four largest shareholders based on the last known shareholdings at 31 August 2017.

**Resolution to authorize the Board of Directors to buy back and transfer shares of the company (item 16)**

The Board of Directors proposes that the Meeting authorise the Board, for a period ending no later than at the next AGM, to on one or more occasions buy back shares in the company and transfer the company's shares to other parties. Share buybacks are subject to a limit of 10 per cent of the total number of shares outstanding at any time. Acquisitions may be effected on the Nasdaq Exchange Stockholm at a price per share that is within the registered span of share prices at the particular time. All of the treasury shares held by the company at the time of the Board of Directors' decision may be transferred. The shares may be transferred either on Nasdaq Stockholm or in another manner, disapplication of the pre-emption rights of existing shareholders, at a price per share that is within the registered spread of share prices at the particular time. Payment for transferred shares may take the form of in cash, in kind or by offset of a claim on the company or in another manner subject to terms and conditions. The purpose of the authorisations described above is to ensure that the company is able to continually adapt its capital requirements and thereby increase shareholder value, and to ensure that the company is able to transfer shares as payment for or to fund any future property or corporate acquisitions.

**Resolution to authorize the Board of Directors to resolve on new share issues (item 17)**

The Board of Directors proposes that the AGM resolve to authorise the Board during the period up to the next AGM, to decide, on one or several occasions, to issue new shares with or without pre-emption rights for existing share-holders. The number of shares issued under the authorization may not exceed ten (10) percent of the company's share capital at the time of the Board's first decision to issue new shares under the authorisation.

Payment for new shares may be made in the form of a cash or non-cash consideration or in lieu of debt. New shares may be subscribed for in disapplication of the pre-emption rights of existing shareholders. Existing shareholders' pre-emption rights may be disapplied for the purposes to enable property or corporate acquisitions in which payment is made in the form of shares of the company or, alternatively, to capitalise the company prior to such acquisitions. The issuance of shares under the authorisation must be made on market terms.

**More information**

Annual report, auditor's report and complete proposals together with statements according to the Swedish Companies Act, including the auditor's statement and proxy forms will be available at the head office no later than three weeks before the AGM and can be distributed to shareholders on request. All documents will also be available on our website, [www.dios.se](http://www.dios.se)

**Number of shares and votes**

At the time of this notice the total number of shares and votes in the company amounts to 134,512,438. No shares are treasury shares.

**Shareholders right to request information**

The shareholders have the right request information from the Board of Directors or the CEO regarding the financial situation and items on the AGM agenda. The Board of Directors or the CEO shall disclose such information if the Board is of the opinion that it can occur without any significant damage to the Company.

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Östersund March 2017

**Diös Fastigheter AB (publ)**

Board of Directors

**For further information, please contact:**

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