



## **Akelius Residential AB (publ)**

### **Convening notice for annual general meeting of 2015**

Shareholders in Akelius Residential Property AB (publ) are hereby notified of the annual general meeting to be held on 14 April 2015 at 2 pm in conference room Ljuset, Quick Office, Svärdvägen 21, Danderyd.

#### **Right to participate and notice**

Shareholders who wish to participate in the general meeting shall be registered as shareholders by 8 April 2015 in the shareholders' register kept by Euroclear Sweden AB, and also notify their intention to participate in the meeting and the number of counsels (no more than two) to the company by 9 April 2015.

Notice of participation shall be made in writing to Akelius Residential Property AB (publ), P.O. Box 104, 182 12 Danderyd or through e-mail at [agm@akelius.se](mailto:agm@akelius.se). The notice should include name, social security or registration number, address, telephone number, shareholding and possible counsel. If participation is carried out through proxy, the original of the written and dated proxy should be sent to the company well in advance of the general meeting. A person representing a legal entity should present copies of registration certificates or the like which establishes authorized signatories.

Shareholders holding their shares via nominee shareholders must, in order to be permitted to participate at the general meeting, have its nominee shareholder register the shares in their names for the purposes of voting. Shareholders who wish to have such reregistration carried out must well in advance of 8 April 2015 request it from their nominee shareholder.

## **Proposed agenda**

1. Election of chairman of the meeting.
2. Drafting and approval of the voting list.
3. Election of one or two scrutinizers of the minutes.
4. Resolution whether the meeting was properly convened.
5. Approval of the agenda.
6. Presentation of the annual report and auditor's report as well as the consolidated annual report and the auditor's report for the group.
7. Resolutions on:
  - a. Adoption of the profit and loss statement and balance sheet as well as the consolidated profit and loss statement and the consolidated balance sheet,
  - b. Allocation of the company's profit or loss as per the adopted balance sheet, and
  - c. Discharge from liability for the Directors and Managing Director.
8. Resolution on fees for the Directors and Auditor.
9. Election of Board of Directors and Deputy Directors and election of Auditor and Deputy Auditor or registered public accounting firm.
10. Resolution on the adoption of new articles of association.
11. Resolution on authorization for the Board of Directors to decide on issue of preferential shares.
12. Resolution on transfer of Akelius Spar AB (publ).
13. Closing of the general meeting.

## **Proposed resolutions**

Item 2 – It is proposed that the annual general meeting appoints Anders Janson as chairman of the meeting.

Item 7 b – The Board of Directors proposes a dividend distribution of an amount of no more than SEK 20 per preferential share. The total amount of dividend distribution for preferential shares should not exceed SEK 500 000 000. The distribution per each preferential share

should be divided into four instalments of SEK 5 each per distribution event.

It is proposed that 5 May 2015, 5 August 2015, 5 November 2015 and 5 February 2016 shall be record dates. It is expected that the distributions will be carried out by Euroclear Sweden AB on 8 May 2015, 10 August 2015, 10 November 2015 and 10 February 2016.

The Board of Directors proposes that no dividend is distributed for the company's ordinary shares.

The Board of Directors further proposes that the remaining profit is carried forward.

The Board of Directors proposes that the annual general meeting resolves that all new preferential shares that may be issued based on the general meeting's authorization under item 11, no more than 12,225,000 new preferential shares, shall entitle to dividend for the first time on the record date occurring immediately after the registration of the preferential share with the Swedish Companies Registration Office.

Item 8 – It is proposed that the annual general meeting resolves that the fee to the Board of Directors shall be of a total amount of SEK 1,150,000, out of which SEK 400,000 shall be the fee for the Chairman and SEK 250,000 the fee for each respective Director. No fee shall be paid to Directors employed by the group. Further, it is proposed that the auditors' fees shall be paid as per approved invoices.

Item 9 – It is proposed that the annual general meeting resolves that the Board of Directors until the expiry of the following annual general meeting shall be comprised of six Directors and one Deputy Director and that the company shall continue to retain a registered public accounting firm as auditor. Further it is proposed that the annual general meeting shall reelect, until the expiry of the following annual general meeting, Leif Norburg, Pål Ahlsén, Michael Brusberg, Anders Janson, Staffan Jufors and Igor Rogulj as Directors and Roger Akelius as Deputy Director. It is

proposed that Leif Norburg shall be reelected as Chairman of the Board of Directors. It is proposed that the annual general meeting shall reelect the registered public accounting firm Öhrlings PricewaterhouseCoopers AB as auditor. In the event that Öhrlings PricewaterhouseCoopers AB is reelected, it has been informed that chartered accountant Mats Nilsson will be appointed as auditor in charge.

Item 10 – The Board of Directors proposes that the annual general meeting shall adopt new articles of association entailing amendments to the following sections:

Section 2. Amendment of the company's registered seat to Stockholm municipality.

Section 4. Amendment of the registered share capital to be no less than SEK 1,080,000,000 and no more than SEK 4,320,000,000.

Section 5. Amendment of number of the shares to be no less than 1,800,000,000 and no more than 7,200,000,000 shares.  
Amendment of the number of preferential shares that may be issued to be no more than 30,000,000.

Section 8. Amendment of the provisions on convening notices to other extraordinary general meetings than those where an amendment of the company's articles of association is on the agenda, to the effect that they shall be given no earlier than six and no later than three weeks prior to the general meeting.

Section 10. Amendment of items to be on the agenda of the annual general meeting under Section 9 so that it is clarified that, to the extent applicable, appointment of Auditors and Deputy Auditors or registered public accounting firms shall be done.



Item 11 – The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to, on one or several occasions prior to the annual general meeting of 2016, decide on issues of a total of no more than 12,225,000 preferential shares, with or without deviation from existing shareholders' preferential rights.

Item 12 – The Board of Directors proposes that the annual general meeting resolves to sell the company's subsidiary Akelius Spar AB (publ), Reg. No. 556618-8123, to the company's parent Akelius Apartment Ltd on market terms. The total purchase price for the shares in Akelius Spar is expected to amount to approximately SEK 125 million, which, considering the size of the group, is deemed to be of insignificant importance. A sale of Akelius Spar will lower Akelius Residential Property's borrowing costs and will prolong the average term of the company's interest bearing debt, which is the Board of Directors' reason for proposing the general meeting to decide on the sale. The sale is of such nature that the provisions of Chapter 16 of the Swedish Companies Act are applicable.

### **Miscellaneous**

The annual general meeting's resolution under item 12 is valid only if supported by shareholders holding at least nine tenths of the votes cast, as well as the shares represented at the annual general meeting. Further, the annual general meeting's resolutions under items 10 and 11 are valid only if supported by shareholders holding at least two thirds of the votes cast, as well as the shares represented at the annual general meeting.

A form for proxies is made available by the company on its web page [www.akelius.se](http://www.akelius.se).

The annual report, the consolidated annual report, auditor's report and auditor's opinion, as well as the complete proposals of the Board of Directors including relevant documentation will be available at the company's



offices, Svärdvägen 3 A, Danderyd, and online on the company's web page no less than three weeks prior to the annual general meeting. The documentation will be sent to shareholders upon request, which shall include the postal address, and will also be available at the annual general meeting. The documents will be presented at the annual general meeting.

Pursuant to Section 32 of Chapter 7 of the Swedish Companies Act shareholders are entitled to request information on circumstances that could affect the assessment of an item on the agenda as well as circumstances that could affect the assessment of the company's financial position. The Board of Directors and the Managing Director must provide such information if the Board of Directors deems that it can be done without material adverse effects for the company. The obligation to inform includes also the company's relations to other group companies, the consolidated annual report and such circumstances as mentioned above but involving subsidiaries.

Danderyd, March of 2015

The Board of Directors

*Akelius Residential Property AB's preferential share is listed on the marketplace Nasdaq First North. Avanza Bank is the company's Certified Adviser.*