

Akelius Residential Property AB (publ)

Notice of Annual General Meeting 2017

The shareholders in Akelius Residential Property AB (publ) are hereby given notice that the Annual General Meeting will be held on 11 April 2017, 10:00 a.m., at Hotel Scandic Anglais, Humlegårdsgatan 23, in Stockholm, Sweden.

Right and notice of participation

Shareholders who wish to participate in the Annual General Meeting must be recorded in the share register maintained by Euroclear Sweden AB by 5 April 2017, and must notify the company of their intention to participate in the meeting and, where applicable, the number of assistants they will be accompanied by (no more than two) no later than 7 April 2017.

Notice of participation must be given in writing to Akelius Residential Property AB (publ), Box 104, SE-182 12 Danderyd, Sweden, or by e-mail to agm@akelius.se. Please include your name, personal or corporate identification number, address, telephone number, shareholding and whether you will be accompanied by any assistants.

Proxies

Shareholders who will be represented by a proxy must issue a written and dated form of proxy. A person representing a legal entity must present a copy of the registration certificate or a similar that establishes the authorized signatories. The form of proxy may not be more than one year old unless a longer period of validity, up to a maximum of five years, is stipulated in the form of proxy. The form of proxy in original, the certificate of registration and similar proof of authorization must be sent to the company at the address specified above in good time prior to the Meeting.

The form of proxy is available on the company's website <https://www.akelius.com/sv/aktieagarinformation/bolagsst%C3%A4mma>.

Nominee shares

In order to participate in the Meeting, shareholders whose shares are registered in the name of a nominee must request that the nominee re-register the shares in their own name for voting entitlement. Shareholders who wish to carry out such re-registration must request this from their nominee in good time prior to 5 April 2017.

Proposed agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Drafting and approval of the voting list.
4. Election of one or more persons to check the minutes.
5. Determination as to whether the Meeting has been duly convened.
6. Approval of the agenda.
7. Presentation of the annual report and auditor's report for the financial year 2016, as well as the consolidated annual report and the auditor's report for the Group for the financial year 2016.
8. Resolutions regarding:
 - a. Adoption of the profit and loss account and balance sheet, as well as the consolidated profit and loss account and the consolidated balance sheet,
 - b. Appropriation of the company's profit or loss according to the adopted balance sheet, and
 - c. Discharge from liability for the members of the Board and the Managing Director.
9. Determination of fees for the Board of Directors and Auditor.
10. Determination of the number of Board members and auditors. Election of the member of the Board of Directors and election of the auditors or registered auditing firm.
11. Resolution on the issue of common shares.
12. Resolution on authorization for the Board of Directors to decide on the issue of preference shares.
13. Closing of the Meeting.

Resolutions proposed by the Board

Item 2 – Election of Chairman of the Meeting

It is proposed that the Annual General Meeting appoint Anders Janson as Chairman of the Meeting.

Item 8 b – Appropriation of profits

The Board of Directors proposes that dividends be paid in an amount of not more than SEK 20 per preference share. Dividends on preference shares may be paid in a total amount corresponding to a maximum of SEK 376,712,120.

The dividend will be divided into four quarterly payments of SEK 5 per preference share on the respective dividend dates. The proposed record dates are 5 May 2017, 4 August 2017, 3 November 2017 and 5 February 2018. The dividend is expected to be disbursed through Euroclear Sweden AB on 10 May 2017, 9 August 2017, 8 November 2017 and 8 February 2018.

The Board of Directors furthermore proposes that dividends be paid in an amount of SEK 2.75 per common share. Dividends on common shares will be paid in a total amount of SEK 8,059,615,850. The dividend is conditional on the full subscription of all common shares in the proposed new share issue in accordance with item 11. The Board of Directors proposes that the Annual General Meeting authorize the Board to set the record date and date of payment for the dividend on common shares.

The Board of Directors furthermore proposes that the remaining profits be carried forward to new account.

The Board of Directors furthermore proposes that the Annual General Meeting resolve that all preference shares that may be issued with the support of the Board's authorization pursuant to item 12 below, a maximum of 6,000,000 new preference shares, be given the right to dividends for the first time on the record date falling mostly closely after the preference shares have been entered in the share register maintained by Euroclear Sweden AB.

Item 9 – Determination of fees

It is proposed that fees of SEK 500,000 be paid to the Board Chairman (in 2016: SEK 500,000) and SEK 300,000 to each of the other non-executive Board members (in 2016: SEK 300,000). It is proposed that no fees be paid to Board members employed in the Group.

It is furthermore proposed that fees to the auditors be paid according to approved account.

Item 10 – Election of Board members and deputies, election of the Board Chairman and election of the Auditor

For the period until the end of the next Annual General Meeting, it is proposed that the Annual General Meeting resolve that the Board of Directors consist of five regular members and no deputies, and that the company shall, as earlier, have a registered auditing firm as its auditor.

For the period until the end of the next Annual General Meeting, it is furthermore proposed that the Annual General Meeting resolve to re-elect Leif Norburg, Pål Ahlsén and Igor Rogulj as Board members and to elect Anders Lindskog and Lars Åhrman as new Board members.

It is proposed that Leif Norburg be re-elected as Board Chairman.

For the period until the end of the next Annual General Meeting, it is proposed that the Annual General Meeting resolve to re-elect the registered auditing firm of Öhrlings PricewaterhouseCoopers AB as the company's independent auditor. In the event that Öhrlings PricewaterhouseCoopers AB is elected, the auditing firm has notified Akelius that Authorized Public Accountant Helena Ehrenborg will be appointed as Auditor in Charge.

Item 11 – Resolution on the issue of new common shares

The Board of Directors proposes that the Annual General Meeting resolve to increase the company's share capital by SEK 80,886,000 through the issue of 134,810,000 new common shares. The proposed record date is 20 April 2017 and subscription for shares will take place during the period from 21 April to 5 May 2017. The new common shares will be issued at a subscription price of SEK 74.6 per share. The quota value of the existing common shares is SEK 0.6. The share premium of SEK 9,975,940,000 will be transferred to the company's share premium reserve. The right to subscribe for the new shares with preferential rights will be granted those shareholders who are registered as holders of common shares (primary preferential right) on the record date for the new share issue. Shares not subscribed for on the basis of primary preferential rights shall be offered for subscription to all shareholders (subsidiary preferential right). Payment may be made through setoff of receivables from the company. The new shares will grant the right to dividends for the first time on the record date falling most closely after the common shares have been recorded in the share register maintained by Euroclear Sweden AB.

The new share issue is conditional on payment of dividends on the common shares in accordance with item 8. The holders of all common shares have bound themselves to subscribe for all shares in the new share issue.

Item 12 – Resolution on authorization for the Board of Directors to resolve on the issue of new preference shares

The Board of Directors proposes that the Annual General Meeting resolve to authorize the Board of Directors, on one or several occasions during the period until the 2018 Annual General Meeting, with or without deviation from the shareholders' preferential rights, to resolve on the issue of a total of 6,000,000 new preference shares.

Other

The Annual General Meeting's resolution pursuant to item 12 is valid only if the resolution is supported by shareholders representing at least two-thirds of both the number of votes exercised and the number of votes represented at the Annual General Meeting.

The annual report, consolidated annual report, auditor's report and auditor's statement, as well as the Board of Directors' complete proposals for resolution and related documents will be available at least three weeks prior to the Annual General Meeting at the company's office, Svärdvägen 3A in Danderyd, Sweden, and on the company's website at the address <https://www.akelius.com/sv/aktieagarinformation/bolagsst%C3%A4mma>. The documents will be sent to the shareholders who so request and provide their mailing address, and will also be available at the Annual General Meeting. The documents will be presented at the Annual General Meeting.

Shareholders have the right to request information about 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 situation. The Board of Directors and the Managing Director shall provide such information if the Board of Directors determines that that this can be done without causing material damage to the company. These disclosure requirements also apply to the company's relationship to other group companies, the consolidated financial statements and such other conditions as mentioned above regarding subsidiaries.

Stockholm, March 2017

Akelius Residential Property AB (publ)
The Board of Directors

In the event of conflict in interpretation or differences between this notice and the Swedish version, the Swedish version shall have priority

Akelius Residential Property AB's preference shares are listed on Nasdaq First North. Avanza Bank is the Certified Adviser of the company.