

# Notice of Annual General Meeting for Platzer Fastigheter Holding AB (publ)

**The shareholders in Platzer Fastigheter Holding AB (publ), corporate identity no. 556746-6437, are invited to attend the Annual General Meeting on Thursday, 25 April 2019 at 15.00 in Platzer's property Tennet at Kilsgatan 4 in Gothenburg.**

Platzer Fastigheter Holding AB (publ) will hold its Annual General Meeting on Thursday 25 April 2019 at 15:00 in Platzer's property Tennet at Kilsgatan 4 in Gothenburg. Admission to the Annual General Meeting is from 14:00, when light refreshments will be served. Platzer's management and Board of Directors will be on hand before the Annual General Meeting to take questions from shareholders.

## **CONFIRMATION OF ATTENDANCE**

To be entitled to attend and vote at the Annual General Meeting of Platzer Fastigheter Holding AB, shareholders must be entered in the shareholder register maintained by Euroclear Sweden AB on 17 April 2019 and have notified the company of their intention to attend the Meeting not later than 17 April 2019, preferably before 16:00. Confirmation of attendance can be given via the Company's website [platzer.se](http://platzer.se), by telephone +46 (0)31 63 12 00 or by mail to Platzer Fastigheter Holding AB, PO Box 211, SE-401 23 Gothenburg (mark the envelope "AGM 2019"). The confirmation should include the shareholder's name, personal identity number/company registration number, address, telephone number and shareholding, as well as the name(s) of any assistants (no more than two).

Shareholders who have chosen to register their shares in the name of a nominee must temporarily register their shares in their own name with Euroclear Sweden AB to ensure that they are entered in the shareholder register on 17 April 2019. This can be a temporary registration.

Shareholders who are represented by a proxy/proxies must issue a written, dated form of proxy. Forms of proxy can be downloaded from the company's website, [platzer.se](http://platzer.se). If the form of proxy is issued by a legal entity, a signed copy of the entity's certificate of incorporation or equivalent authentication document is also required. The original of the form of proxy, certificate of incorporation and other authorisation documents must be made available at the Meeting and, to facilitate admission to the Meeting, must be sent to the company at the above address, ensuring they will be received not later than 17 April 2019. The form of proxy must not be more than one year old, unless it states that it is valid for a longer period, although this must not be more than five years.

## **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of the Chairman of the Meeting
3. Preparation and approval of the voting list

4. Approval of the agenda
5. Election of two people to verify the minutes
6. Determination as to whether the Meeting has been duly convened
7. Presentation of
  - (i) the Annual Report and consolidated financial statements and the Auditor's Report concerning the parent company and the Group
  - (ii) the Board's proposal for payment of dividends and the explanatory statement
8. Address by the Chief Executive Officer
9. Resolution to adopt the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
10. Resolution on allocation of the company's profit in accordance with the duly adopted balance sheet and the record date
11. Resolution to discharge the members of the Board and the CEO from liability
12. Resolution on the number of Board members and auditors and, in connection with this, the Nomination Committee's report on its work
13. Determination of the fees to the Board and auditors
14. Election of Board members and Chairman of the Board of Directors
15. Election of auditors
16. Resolution on policies for the appointment of the Nomination Committee
17. Resolution on guidelines for remuneration of senior executives
18. Resolution on authorisation for the Board to decide on purchase and transfer of the company's own shares
19. Resolution on authorisation for the Board of Directors to decide on the issue of new shares
20. Closing of the Meeting

## **PROPOSALS FOR RESOLUTION**

Election of Chairman of the Meeting, resolution on the number of Board members, fees to the Board of Directors and auditors, election of Board members and Chairman of the Board of Directors, election of auditors and resolution on policies for appointment of the Nomination Committee.

In accordance with the principles approved by the Annual General Meeting on 26 April 2018, the Nomination Committee for the Annual General Meeting 2019 comprises Fabian Hielte (Chairman of the Board of Directors), Anders Tykeson (Länsförsäkringar Göteborg och Bohuslän), Jonas Rosman (Länsförsäkringar Skaraborg) and Henrik Forsberg Schoultz (Ernstström & C:o AB), who is the Chairman of the Nomination Committee. The three largest shareholders, who are represented on the Nomination Committee, together hold 73.1 percent of the votes and 32.7 percent of the capital. The Nomination Committee proposes the following:

- Item 2 that the Meeting shall elect Charlotte Hybinette as Chairman of the Meeting.
- Item 12 that the Board shall consist of six ordinary members without any deputy members and that a registered public accounting firm shall be appointed auditor.
- Item 13 that total fees paid to the Board shall amount to SEK 1,295,000 (1,225,000), to be distributed as follows: SEK 370,000 (350,000) to the Chairman of the Board and SEK 185,000 (175,000) to each of the other members. This corresponds to an increase of approx. 5.7%. No additional fee is paid for committee work.  
that fees to the auditors shall be paid according to an approved invoice.
- Item 14 that Fabian Hielte, Anders Jarl, Ricard Robbstål, Charlotte Hybinette, Caroline Krensler and Eric Grimlund shall be re-elected as members of the Board.  
For information about the members and their other directorships, please see the company's website [platzer.se](http://platzer.se).  
Fabian Hielte is proposed for re-election as Chairman of the Board of Directors.
- Item 15 that the public accounting firm PwC be re-appointed as the company's auditor until the close of the 2020 Annual General Meeting, in accordance with the Board's recommendation. PwC has said that Bengt Kron will remain Auditor in Charge if the public accounting firm is reappointed.

#### **Nomination Committee (Item 16 on the Agenda):**

The Nomination Committee is appointed annually and must consist of the Chairman of the Board of Directors and a representative of each of the three largest shareholders in terms of votes at the end of the third quarter. The Chairman of the Board of Directors shall convene the first meeting of the Nomination Committee. The names of the persons who will form the Nomination Committee must be published on the company's website not later than six months before the next Annual General Meeting. If any of the three largest shareholders in terms of votes refrains from appointing a representative to the Nomination Committee, this right accrues to the next largest shareholder in terms of votes. If a Nomination Committee member's connection with the shareholder that nominated the member ends or if the member leaves the Nomination Committee for any other reason, the shareholder that nominated the member will have the right to replace the member on the Nomination Committee. If any shareholder who appointed a member to the Nomination Committee disposes of a major holding of its shares in the company before the Nomination Committee's task has been completed, the member appointed by this shareholder must, if the Nomination Committee so decides, resign and be replaced by a new member appointed by the largest shareholder, in terms of votes, that is not represented on the Nomination Committee. The Nomination Committee appoints a Chairman from among its members. The Chairman of the Nomination Committee must not be a member of the Board of Directors. The Nomination Committee must prepare proposals for presentation to the 2020 Annual General Meeting for resolutions on the Chairman of the Meeting, Board fees, auditors' fees, the Board of Directors, the Chairman of the Board of Directors, auditors and the principles for appointment of the Nomination Committee for the 2021 Annual General Meeting.

#### **Dividend and record date (Item 10 on the Agenda)**

The Board of Directors and the CEO propose a dividend to the shareholders of SEK 1.70 per share. The Board of Directors proposes 29 April 2019 as the record date for the dividend. If the proposal

is approved by the Annual General Meeting, the dividend should be paid out via Euroclear Sweden AB on 3 May 2019.

### **Guidelines for remuneration of senior executives (Item 17 on the Agenda)**

Following preparatory work carried out by the Remuneration Committee, the Board of Directors is proposing that the Annual General Meeting approve the following principal guidelines, which are unchanged from the guidelines approved by the Annual General Meeting in 2018. Remuneration and other terms and conditions of employment for the company's senior management must be on market terms and competitive, and must be based on the employee's responsibilities and performance. Remuneration takes the form of a fixed salary for all members of the senior management. Pension terms and conditions must be on market terms and based on a defined-contribution pension or the ITP occupational pension scheme for white-collar workers.

In addition to a fixed salary, it should also be possible to offer variable remuneration to reward predetermined and measurable performance. Variable remuneration must not exceed an amount corresponding to three basic monthly salaries, or six basic monthly salaries for the CEO. Long-term variable incentive schemes should be share-based and performance-related, and the maximum commitment should be limited to one year's salary.

Notice of termination, when given by the company, shall be up to 12 months. Severance pay, including salary during the period of notice, may not exceed 12 monthly salaries.

The Board of Directors shall have the right to deviate from the guidelines in the event of special circumstances in individual cases.

### **Authorisation for the Board of Directors to decide on purchase and transfer of the company's own shares (Item 18 on the Agenda)**

The Board of Directors proposes that the Annual General Meeting passes a resolution to authorise the Board to purchase and transfer the company's own shares as set out below.

#### Authorisation to purchase own shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide, not later than the time of the next Annual General Meeting, on purchase of shares in the company as follows:

- (i) The maximum number of Class B shares authorised to be purchased is the number of shares that ensures that the total holding of own Class B shares following acquisition does not exceed 10 per cent of all registered shares in the company.
- (ii) The shares may be purchased on NASDAQ Stockholm or another regulated market.
- (iii) Purchases may only be implemented at a price that is within the bid-offer spread at any time.
- (iv) Payment for the shares must be made in cash.
- (v) Purchases may be carried out on one or more occasions in the period until the next Annual General Meeting.

#### Authorisation to transfer own shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide, not later than the time of the next Annual General Meeting, on transfer of shares in the company as follows:

- (i) The Board may transfer the entire holding of own shares in the Company held at the time of the Board's decision on the transfer.
- (ii) Transfer of shares may be carried out on NASDAQ Stockholm or another regulated market, or in another manner with or without deviation from shareholders' pre-emption rights.
- (iii) Transfers on NASDAQ Stockholm may only be implemented at a price that is within the bid-offer spread at any time.
- (iv) For transfers not carried out on NASDAQ Stockholm, the price must be established at a level that is not lower than the price on market terms, but which may nevertheless include a market discount relative to the market price.
- (v) Payment for transferred shares must be in the form of cash or non-cash consideration, or may be offset against a claim against the company or be made on terms according to Chapter 2, Section 5 of the Swedish Companies Act.
- (vi) Transfer of shares may be implemented on one or more occasions in the period until the time of the next Annual General Meeting.

The reason for deviation from shareholders' pre-emption rights for transfers of shares and the basis for the offer price are to achieve the best possible terms and conditions for the company.

#### Purpose

The purpose of the authorisation is to give the Board increased opportunities to be able to adapt the company's capital structure to its capital requirements at any time, thereby enabling the Board to contribute to increased shareholder value in the company. In addition, the purpose of the authorisation is to give the Board the opportunity to transfer shares in connection with the financing of any property or company acquisitions, and to facilitate the acquisition of working capital or expansion of the shareholder base. The purpose of the authorisation is not for the company to trade in its own shares for short-term gain.

The company's holding of own shares at the date of issue of the notice of the Annual General Meeting stood at 118,429 Class B shares.

For the resolution to be valid, it must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **Authorisation for the Board of Directors to decide on a new share issue (Item 19 on the Agenda)**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide, not later than the time of the next Annual General Meeting, on one or more occasions and with or without preferential rights for shareholders, on a new issue of class B shares for a total value of not more than 10 per cent of the share capital. The share issue may be implemented as a cash, non-cash or offset issue. Shares may only be issued at market price. The reason for deviating from shareholders' preferential rights is that the company, in the case of property transactions, may need prompt access to capital or, alternatively, may need to pay with the company's shares. Furthermore, it is proposed that the Meeting authorise the Board of Directors and the CEO to make any minor adjustments to this resolution and take any action that may be necessary in connection with registration of the authorisation.

For the resolution to be valid, it must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

## **NUMBER OF SHARES AND VOTES**

On the date this notice was issued, the total number of shares and votes in the company were as follows:

The total number of shares in the company is 119,934,292, of which 20,000,000 are Class A shares and 99,934,292 are Class B shares.

One A share carries 10 votes. One B share carries one vote.

The total number of votes in the company is 299,934,292.

The company holds 118,429 Class B shares which cannot be represented at the Annual General Meeting.

## **DOCUMENTS**

The Nomination Committee's full resolution proposals, reasoned statements and information about proposed Board members and auditors, together with associated documentation, are available from the company and on the company's website, [platzer.se](http://platzer.se). The Annual Report, consolidated financial statements, Auditor's Report and Auditor's Opinion, the Board of Directors' full resolution proposals and associated reasoned statements pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act, and the Board of Directors' report on the Remuneration Committee's evaluation of remuneration and application of Annual General Meeting guidelines on salaries and other remuneration for senior executives, as well as the auditor's opinion pursuant to Chapter 8, Section 54 of the Swedish Companies Act, will be made available to shareholders from the company three weeks before the Annual General Meeting. The documents will also be published on the company's website, [platzer.se](http://platzer.se).

On request, the documents can also be sent by post to shareholders who provide their postal address. The documents will be presented at the Annual General Meeting.

## **INFORMATION AT THE MEETING**

The shareholders are entitled to certain information at the Meeting. The Board of Directors and the CEO shall disclose information on matters that may affect the assessment of an item on the agenda, matters that may affect the assessment of the company's or a subsidiary's financial situation or the company's relationship with another Group company if requested to do so by a shareholder and if the Board of Directors is of the opinion that it will not cause any material harm to the company.

Questions may be sent in advance to Platzer Fastigheter Holding AB, FAO: Agneta Timhagen Meier, PO Box 211, SE-401 23 Gothenburg or by email: [arsstamma@platzer.se](mailto:arsstamma@platzer.se).

## **PROCESSING OF PERSONAL DATA**

Personal data relating to shareholders taken from the shareholder register, confirmation of attendance at the Annual General Meeting and information relating to proxies and assistants will be used for registration, preparation of a voting list for the Annual General Meeting and, where applicable, the minutes of the Annual General Meeting. Platzer Fastigheter Holding AB is the controller responsible for the processing of personal data that is carried out by the company in connection with the Annual General Meeting. For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammorsvenska.pdf>.



Gothenburg, Sweden, March 2019

**Platzer Fastigheter Holding AB (publ)**  
*Board of Directors*

**For more information, please contact:**  
P-G Persson, CEO, Platzer, Tel: +46 (0)734 11 12 22

*The information was released for publication on 26 March 2019 at 16:00 CET through the agency of the contact person shown above.*

Platzer Fastigheter Holding AB (publ) owns and develops commercial properties in the Gothenburg area comprising a total lettable area of around 825,000 sq. m. and with a value of around SEK 18 billion. Platzer is listed on Nasdaq Stockholm, Mid Cap.