

**Translation of minutes from the Annual
General Meeting of shareholders of Hemfosa
Fastigheter AB (publ), 556917-4377**

Time: Wednesday 18 April 2018, 2.00-3.38 pm (CET)

Location: Hilton Stockholm Slussen,
Guldgränd 8,
Stockholm

Present shareholders and proxy holders: As set out in Appendix 1, stating the number of shares and votes

1. OPENING OF THE MEETING (AGENDA ITEM 1)

The Chairman of the Board, Bengt Kjell, declared the Annual General Meeting opened and welcomed the shareholders.

2. ELECTION OF CHAIRMAN OF THE MEETING (AGENDA ITEM 2)

The Meeting elected Wilhelm Lünig, member of the Swedish Bar Association, as Chairman of the Meeting in accordance with the nomination committee's proposal.

The Chairman informed that Fredrik Lundén, member of the Swedish Bar Association, had been appointed to keep the minutes at the Meeting and that an audio recording for internal use was made in order to facilitate the preparation of the minutes and that other audio or video recording was not permitted.

The Meeting resolved that shareholders who had not given notice to attend and invited guests who were not shareholders were welcome to attend the Meeting.

3. PREPARATION AND APPROVAL OF THE VOTING LIST (AGENDA ITEM 3)

The Meeting approved the procedure for preparing the voting list, and that the list of shareholders who had given notice to attend and were present at the Meeting, Appendix 1, should be the voting list at the Meeting.

The Chairman informed that a number of shareholders that were represented at the Meeting in advance had informed the company of their voting instructions regarding certain proposed resolutions. The Chairman further informed that the voting instructions were available for

review if any shareholder so requested and that votes against and votes abstained would only be accounted for in the minutes if they would have any impact on the Meeting's decisions.

4. ELECTION OF ONE OR TWO PERSONS TO CHECK AND VERIFY THE MINUTES (AGENDA ITEM 4)

The Meeting elected Niklas Haak, representing a larger number of foreign funds, and Göran Leine representing Kåpan Pensioner Försäkringsförening to check and verify the minutes jointly with the Chairman of the Meeting.

5. DETERMINATION OF WHETHER THE MEETING HAD BEEN DULY CONVENED (AGENDA ITEM 5)

The Chairman noted that the notice to attend the Meeting had been given in accordance with the Articles of Association.

The Meeting resolved to approve the notice procedure and declared the Meeting duly convened.

6. APPROVAL OF THE AGENDA (AGENDA ITEM 6)

The Meeting approved the agenda of the Meeting which had been included in the notice to attend the Meeting.

The complete proposals of the Board and the nomination committee were presented together with the statements, reports and other documents to the Annual General Meeting, which had been held available for the shareholders in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code.

7. PRESENTATION OF THE ANNUAL REPORT AND THE AUDITOR'S REPORT AND THE CONSOLIDATED FINANCIAL STATEMENTS AND THE AUDITOR'S REPORT FOR THE GROUP (AGENDA ITEM 7)

The annual report, the auditor's report and the consolidated financial statements and the auditor's report regarding the consolidated financial statements for the financial year 2017 were presented.

The auditor in charge Björn Flink, KPMG AB, reported on the audit work and thereafter commented on the auditor's report for the financial year 2017.

8. REPORT BY THE CHAIRMAN OF THE BOARD ON THE WORK OF THE BOARD (AGENDA ITEM 8)

The Chairman of the Board, Bengt Kjell, reported on the work of the Board during 2017.

9. PRESENTATION BY THE CEO (AGENDA ITEM 9)

The CEO, Jens Engwall, presented the company's business conducted during 2017 and the first quarter of 2018.

Thereafter the CEO answered questions from the shareholders concerning among other things, the company's sustainability work.

10. RESOLUTIONS REGARDING**A) ADOPTION OF THE INCOME STATEMENT AND THE BALANCE SHEET AND OF THE CONSOLIDATED INCOME STATEMENT AND THE CONSOLIDATED BALANCE SHEET (AGENDA ITEM 10 A))**

The Meeting adopted the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet included in the company's annual report for the financial year 2017.

B) DISPOSITION OF THE COMPANY'S RESULT IN ACCORDANCE WITH THE ADOPTED BALANCE SHEET (AGENDA ITEM 10 B))

The Chairman presented the main contents of the Board's proposal regarding distribution of profits. It was noted that the auditor in the auditor's report recommended that the Annual General Meeting distributes the profits in the parent company in accordance with the proposal.

The Meeting resolved in accordance with the Board's proposal regarding distribution of profits, as set out in [Appendix 2](#).

C) WHETHER THE BOARD MEMBERS AND THE CEO SHOULD BE DISCHARGED FROM LIABILITY (AGENDA ITEM 10 C))

It was noted that the auditor recommended that the members of the Board and the CEO are discharged from liability for their management of the company's affairs for the financial year 2017.

The Meeting resolved to discharge the Board and the CEO from liability for the management of the company and its affairs during the financial year 2017.

It was noted that the members of the Board and the CEO did not take part in the resolution.

11. DETERMINATION OF REMUNERATION TO BE PAID TO THE BOARD MEMBERS AND THE AUDITOR (AGENDA ITEM 11)

Thomas Ehlin, the Chairman of the nomination committee, presented the nomination committee's proposals on number of directors, remuneration to be paid to the members of the

Board and to the auditor, the Board's composition, Chairman of the Board, and election of auditor as well as the nomination committee's statement regarding its proposals.

A question from the shareholders was answered regarding for how long KPMG has been assigned as the company's auditor.

The Meeting resolved in accordance with the nomination committees' proposal that an annual remuneration of SEK 475,000 shall be paid to the Chairman of the Board and SEK 210,000 shall be paid to each of the other members of the Board that are not employed by the company.

The Meeting further resolved in accordance with the nomination committee's proposal that for work in the Audit Committee an annual remuneration of SEK 60,000 shall be paid to the Chairman of the Committee and SEK 35,000 shall be paid to each of the other members of the Committee.

The Meeting furthermore resolved in accordance with the nomination committee's proposal that remuneration to the company's auditor shall be paid in accordance with approved invoices.

12. ELECTION OF BOARD MEMBERS AND AUDITOR (AGENDA ITEM 12)

The Meeting resolved in accordance with the nomination committee's proposal that the Board shall consist of seven members.

The Chairman informed about the proposed Board members' significant assignments in other companies.

In accordance with the nomination committee's proposal Bengt Kjell, Jens Engwall, Gunilla Högbom, Anneli Lindblom, Per-Ingemar Persson, Caroline Sundewall and Ulrika Valassi were re-elected as ordinary members of the Board.

The Meeting resolved in accordance with the nomination committee's proposal to re-elect Bengt Kjell as the Chairman of the Board.

The Meeting furthermore resolved in accordance with the nomination committee's proposal to re-elect the public accounting firm KPMG as auditor with Björn Flink as auditor in charge for the period until the end of the next Annual General Meeting.

13. RESOLUTION REGARDING AUTHORISATION FOR THE BOARD OF DIRECTORS TO RESOLVE UPON NEW ISSUE OF ORDINARY SHARES (AGENDA ITEM 13)

The Meeting resolved in accordance with the Board's proposal regarding authorisation for the Board to resolve upon new issues of ordinary shares, as set out in [Appendix 3](#).

It was noted that the decision was supported by shareholders representing more than two thirds of both the votes cast and the shares represented at the Meeting.

14. RESOLUTION REGARDING AUTHORISATION FOR THE BOARD OF DIRECTORS TO RESOLVE UPON ACQUISITION AND TRANSFER OF ORDINARY SHARES IN THE COMPANY (AGENDA ITEM 14)

The Meeting resolved in accordance with the Board's proposal regarding authorisation for the Board to resolve on acquisition and transfer of ordinary shares, as set out in [Appendix 4](#).

It was noted that the decision was supported by shareholders representing more than two thirds of both the votes cast and the shares represented at the Meeting.

15. RESOLUTION REGARDING GUIDELINES FOR REMUNERATION TO THE SENIOR EXECUTIVES (AGENDA ITEM 15)

The Meeting resolved in accordance with the Board's proposal to adopt the proposed guidelines for remuneration to the senior executives, as set out in [Appendix 5](#).

16. CLOSING OF THE MEETING (AGENDA ITEM 16)

The Chairman declared the Annual General Meeting closed.

At the minutes:

Fredrik Lundén

Minutes' checkers:

Wilhelm Lüning

Niklas Haak

Göran Leine

Appendix 2

10. THE PROPOSAL BY THE BOARD OF DIRECTORS REGARDING DISPOSITION OF THE COMPANY'S RESULT

In the parent company Hemfosa Fastigheter AB (publ), the following funds are available for distribution by the Annual General Meeting.

Unrestricted equity 31 December 2017

Premium reserve	SEK 9,770,637,633
Retained earnings	SEK 436,622,868
Profit for the year	SEK 922,183,306
Total unrestricted equity	SEK 11,213,807,931

Funds available for distribution by the Annual General Meeting	SEK 11,213,807,931
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Dividend payable to holders of ordinary shares SEK 4.80 per ordinary share	SEK 757,095,595
Dividend payable to holders of preference shares SEK 10.00 per preference share	SEK 109,999,990
To be carried forward	SEK 10,346,712,346
Total	SEK 11,213,807,931

The Board of Directors proposes that the Annual General Meeting resolves that, until the next Annual General Meeting, a dividend to the shareholders of ordinary shares shall be paid in a total amount of SEK 4.80 per ordinary share, with quarterly payments of SEK 1.20 per ordinary share. Proposed record days for the quarterly dividends on the ordinary shares are 20 April 2018, 10 July 2018, 10 October 2018 and 10 January 2019. In the event that such day is not a banking day, the record day shall be the immediate preceding banking day. The dividend payments on the ordinary shares are estimated to be distributed by Euroclear Sweden AB on the third banking day after each record day.

The Board of Directors further proposes that the Annual General Meeting resolves that, until the next Annual General Meeting, a dividend to the shareholders of preference shares shall be paid in a total amount of SEK 10.00 per preference share, with quarterly payments of SEK 2.50 per preference share. Proposed record days for the quarterly dividends for the preference shares are 10 July 2018, 10 October 2018, 10 January 2019 and 10 April 2019. In the event that such day is not a banking day, the record day shall be the immediate preceding banking day. The dividend payments on the preference

shares are estimated to be distributed by Euroclear Sweden AB on the third banking day after each record day.

The Board of Directors' proposal regarding dividend to the holders of preference shares is in accordance with the articles of association, which stipulates the conditions for preference shares.

In aggregate, the proposed dividend as set out above amounts to SEK 867,095,585.

The Board of Directors has furthermore proposed that the Annual General Meeting authorises the Board of Directors to resolve upon new issues of ordinary shares (item 13 on the agenda). The Board of Directors proposes that the new ordinary shares that may be issued pursuant to the authorisation shall entitle to dividend as set out above as of the day on which they are entered in the share register maintained by Euroclear Sweden AB. At a maximum use of the authorisation, the dividend for the new ordinary shares may amount to SEK 75,709,560.

The Board of Directors proposes that the remaining earnings are carried forward.

Nacka, March 2018
Hemfosa Fastigheter AB (publ)
Board of Directors

Appendix 3**13. RESOLUTION REGARDING AUTHORISATION FOR THE BOARD TO RESOLVE UPON NEW ISSUE OF ORDINARY SHARES**

The Board of Directors and management see continued good potential to carry out acquisitions of real property in order to increase company growth and improve the result and the cash flow, and thereby attend to the interests of the shareholders.

The Board of Directors therefore proposes that the Annual General Meeting resolves to authorise the Board of Directors to, on one or more occasions for the period until the end of the next Annual General Meeting, with or without deviation from the shareholders' pre-emption right, resolve upon a new issue of ordinary shares to the extent that such new issue can be made without amending the articles of association. The total number of ordinary shares that may be issued pursuant to the authorisation may not exceed ten per cent of the total number of ordinary shares in Hemfosa, at the time of exercising the authorisation. Such new ordinary shares shall be issued at a subscription price corresponding to market terms and payment can be made, except for payment in cash, by assets contributed in kind or by set-off.

The purpose of the authorisation, and the reason for any deviation from the shareholders' pre-emption right, is that the Board of Directors shall be able to resolve on issues of shares in order to finance acquisitions of real property or real property companies, or part of real property or real property companies, or in order to finance investments in new or existing real property.

The Board of Directors proposes that the CEO, or any person appointed by the CEO, shall be authorised to make minor adjustments of the resolution mentioned above, as may be required in connection with the registration of the decision with the Swedish Companies Registration Office.

Appendix 4**14. RESOLUTION REGARDING AUTHORISATION FOR THE BOARD TO RESOLVE UPON ACQUISITION AND TRANSFER OF ORDINARY SHARES IN THE COMPANY**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, on one or more occasions for the period until the end of the next Annual General Meeting, acquire ordinary shares in the company so that, as a maximum, the company's holding following the acquisition does not exceed 10 per cent of all the shares in Hemfosa at any time. Acquisitions may only be conducted at Nasdaq Stockholm and at a price that is within the registered range for the share price prevailing at any time, that is, the range between the highest bid price and the lowest ask price. In the event that acquisitions are effected by a stock broker assigned by the company, the price for the ordinary shares may, however, correspond to the volume weighted average price during the time period within which the ordinary shares were acquired, even if the volume weighted average price on the day of delivery to Hemfosa falls outside the price range. Payment for the ordinary shares shall be made in cash.

The Board of Directors further proposes that the Annual General Meeting resolves to authorise the Board of Directors to, on one or more occasions for the period until the end of the next Annual General Meeting, resolve upon transfer of the company's ordinary shares. The number of ordinary shares to be 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' pre-emption right. Transfer of ordinary shares on Nasdaq Stockholm shall be conducted at a price within the from time to time registered price range. Transfers of ordinary shares outside Nasdaq Stockholm shall be conducted at a price in cash or value in property that corresponds to the, at the time of the transfer, current market share price of the ordinary shares in Hemfosa that are transferred, with such deviation that the Board of Directors considers appropriate in each case.

The purpose of the authorisations is to provide the Board of Directors with greater flexibility to adapt the company's capital structure to the capital needs from time to time as well as to enable the financing of acquisitions of real property or real property companies, or part of real property or real property companies in a cost efficient way through payment with the company's ordinary shares.

15. RESOLUTION REGARDING GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES

The Board of Directors proposes that the Annual General Meeting resolves on the following guidelines for remuneration to the company's senior executives.

Hemfosa shall apply the remuneration levels and employment terms necessary in order to attract and retain a highly competent management with capacity to achieve set goals. The forms of remuneration shall motivate senior executives to do their utmost to secure the shareholders' interests.

Accordingly, the remuneration structure shall be in line with market terms and be competitive. It shall also be simple, long-term and measurable. The remuneration to senior executives may comprise of a fixed and a variable part. The fixed salary for senior executives shall be adapted to market conditions and based on competence, responsibility and performance. A variable part shall reward results clearly linked to targets and improvements in simple and transparent structures and shall be maximised. Any outcome must relate to the fulfilment of pre-determined goals with respect to results, cash flow, growth, value and individually measurable goals. Variable remuneration to each senior executive may not exceed four months' salary and shall not entitle to pension benefits. The variable salary for all senior executives in the group, taken as a whole, may not exceed SEK four million.

Senior executives' non-monetary benefits shall facilitate the work of senior executives and correspond to what may be deemed reasonable in relation to standard practices on the market in which each senior executive is active.

Senior executives may be offered incentive schemes which shall primarily be share based or related to the share price. Any incentive scheme must ensure long-term commitment to the company's development and be implemented on market terms. Share based incentive schemes and incentive schemes related to the share price shall be resolved by the general meeting of shareholders. The company shall be able to pay remuneration in cash linked to senior executives' acquisitions of shares or share-related instruments. Such remuneration in cash shall not generally exceed 15 per cent of the fixed salary.

The terms for pension benefits for senior executives will be based on defined contribution pension plans and comply with or correspond to general pension plans, the ITP1 plan in Sweden. Salary during the notice period upon termination and severance pay for a senior executive is not to exceed a total of 18 months' salary, if the company terminates the employment and six months' salary if a senior executive resigns. In this context, senior executives are defined as the CEO, CFO and other members of the group executive management.

The Board of Directors shall be entitled to deviate from the guidelines for remuneration to senior executives set out above if there are special reasons in an individual case. In such a case, the Board of Directors shall give an account for the reason for deviation from the guidelines for remuneration to senior executives at the next Annual General Meeting.