

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

Time: Wednesday 12 November 2014
11.00-11.50a.m. (CET)

Location: Swedbank AB's premises
Regeringsgatan 30-32
House A, Floor 4, Stockholm

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

1. OPENING OF THE EXTRAORDINARY GENERAL MEETING (AGENDA ITEM 1)

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

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

The Meeting elected Bengt Kjell as Chairman of the Meeting.

The Chairman informed that the lawyer Fredrik Lundén had been appointed to act as minutes' keeper at the Meeting.

The Meeting resolved that shareholders who had not given notice to attend, invited guests and other persons who were not shareholders were welcomed to attend the Meeting.

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

The Meeting approved the procedure for drawing up 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.

It was noted that 31,404,663 shares, representing the same number of votes, which correspond to approximately 47.8 per cent of all shares and votes in the company, were represented at the Meeting.

The Chairman informed that certain foreign funds that were represented at the Meeting had given special voting instructions regarding certain proposed resolutions. The Chairman further informed that the voting instructions were available for review at the Meeting, if any

shareholder so requested and that the voting instructions only should be recorded in the minutes in the event they would affect the Meeting's resolutions.

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

The Meeting elected Niklas Haak, representing a number of international pension funds, and Åsa Nisell, representing a number of funds managed by Swedbank Robur and Folksam, to check and verify the minutes jointly with the Chairman of the Meeting.

5. DETERMINATION OF WHETHER THE EXTRAORDINARY GENERAL 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 rules of the Swedish Companies Act and the Articles of Association through an announcement in the Swedish Official Gazette on 15 October 2014, by making the notice to attend available on the company's website since 13 October 2014, and through the announcement in Svenska Dagbladet on 15 October 2014 that notice had been issued.

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.

7. RESOLUTION REGARDING (A) AMENDMENT TO THE ARTICLES OF ASSOCIATION (INTRODUCTION OF A NEW CLASS OF SHARES (PREFERENCE SHARES) ETC.); (B) AUTHORISATION FOR THE BOARD TO RESOLVE UPON NEW ISSUES OF PREFERENCE SHARES; AND (C) DIVIDEND ON PREFERENCE SHARES (AGENDA ITEM 7)

Jens Engwall accounted for the development of Hemfosa during the third quarter and presented the background to, and the main content of, the Board's proposal for a resolution, Appendix 2. The shareholders were thereafter invited to ask questions regarding the proposal, which were answered by Jens Engwall.

The Board's proposal, and the statement and report of the Board as well as the other documents which had been prepared due to the proposal, which had been held available in accordance with the Swedish Companies Act, were presented.

The Meeting approved, with requisite majority of both the votes cast and the shares represented at the Meeting, the Board's proposed resolution.

8. CLOSING OF THE EXTRAORDINARY GENERAL MEETING (AGENDA ITEM 8)

The Chairman declared the Extraordinary General Meeting closed.

At the minutes:

Fredrik Lundén

Approved:

Bengt Kjell

Niklas Haak

Åsa Nisell

THE BOARD'S PROPOSAL FOR A RESOLUTION (A) TO AMEND THE ARTICLES OF ASSOCIATION, (B) TO AUTHORISE THE BOARD TO RESOLVE UPON NEW ISSUES OF PREFERENCE SHARES AND (C) REGARDING DIVIDEND ON PREFERENCE SHARES

The Board of Hemfosa Fastigheter AB (publ), reg. no. 556917-4377, ("Hemfosa") proposes that the Extraordinary General Meeting resolves in accordance with the following in order to enable the Board to resolve upon new issues of preference shares.

The resolutions under items A-C below are conditional upon each other and are therefore to be approved together as one resolution by the General Meeting.

A. The Board's proposal for a resolution to amend the Articles of Association (introduction of a new class of shares (preference shares) etc.)

To enable the introduction of a new class of shares, the Board proposes that the General Meeting resolves on the amendments and addendums to the Articles of Association as stated below.

In § 4 "Share Capital", the following amendment is proposed:

The share capital of the company shall be no less than SEK 50,000,000 and no more than SEK 200,000,000.

In § 5 "Number of shares", the following amendment is proposed (including new title "Number of shares etc."):

The number of shares of the company shall be no less than 50,000,000 shares and no more than 200,000,000 shares.

It shall be possible to issue two classes of shares, ordinary shares and preference shares. Each ordinary share entitles the holder to one (1) vote. Each preference share entitles the holder to one-tenth (1/10) of a vote. Ordinary shares and preference shares may be issued up to an amount corresponding to no more than 100 per cent of the share capital.

The following addendums are proposed as new §§ 6-9 in the articles of association (the previous §§ 6-11 will be re-numbered to §§ 10-15):

"§ 6 Dividend

Preference shares have priority to dividend

If the General Meeting resolves on a dividend, preference shares shall carry preferential rights before ordinary shares to a dividend as set out below.

Calculation of the Preference Dividend

The preference shares shall confer a preferential right over the ordinary shares to an annual dividend of SEK twenty (20) per preference share with quarterly payment of SEK five (5) per preference share (the "Preference Dividend"), with record days as set out below.

Payment of dividend

Payment of dividend on preference shares shall, the first time following the registration of the preference shares with the Swedish Companies Registration Office (Sw. *Bolagsverket*), be made quarterly in cash. The record days for the payments of dividend on preference shares shall be 20 January, 20 April, 20 July and 20 October. In the event such day is not a banking day, the record date shall be the closest preceding banking day. Dividend payments on preference shares shall be made on the third banking day after the record date. With "banking day" means a day that is not a Sunday, a public holiday or a day that in relation to the payment of debt instruments is equal to a public holiday (such equal days are at the time of the adoption of this Articles of Association Saturday, Midsummer Eve, Christmas Eve and New Year's Eve).

Calculation of Outstanding Amount

If no dividend is paid on preference shares, or if only a dividend of less than the Preference Dividend has been paid, the preference shares shall carry entitlement to, in addition to future Preference Dividend, receive an amount evenly distributed on each preference share, corresponding to the difference between what should have been paid according to the above and the amount that was paid ("Outstanding Amount") before dividend to holders of ordinary shares can be made. The Outstanding Amount shall be adjusted upwards by a factor corresponding to an annual interest rate of ten (10) per cent, whereby upward adjustment shall start from the quarterly date when payment of part of the dividend was made (or should have been made, in the event that no dividend was paid at all). Dividend of the Outstanding Amount is also conditional upon that the General Meeting resolves to pay dividend.

Recalculation at certain events of the company

In the case of a change in the number of preference shares through a reverse share split, a share split or other company events that have a similar effect, the amount that the preference share is entitled to according to §§ 6-8 in these Articles of Association shall be recalculated to reflect this change.

Miscellaneous

The preference shares shall not otherwise carry entitlement to dividend.

§ 7 Redemption of preference shares

A reduction of the share capital, although not below the minimum capital, may be effected through redemption of a certain number of, or all, preference shares following a decision by the General Meeting.

The allocation of which preference shares that shall be redeemed shall be made pro rata in relation to the number of preference shares that each preference shareholder owns at the time of the General Meeting's resolution on redemption. If the allocation as set out above does not amount to an even number of shares, the Board of Directors shall decide on allocation of the additional preference shares to be redeemed. If the resolution is approved by all holders of preference shares the General Meeting can however decide which preference shares are to be redeemed.

The redemption amount for each redeemed preference share shall be an amount calculated as follows:

- i. Up to the fifth anniversary of the first new issue of preference shares (the "Initial Issue"), an amount corresponding to 130 per cent of the amount in SEK paid for each preference share at the Initial Issue ("Initial Subscription Price") plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 6 above. The redemption amount for each redeemed preference share shall however never be lower than the share's quota value.
- ii. As from, and including, the fifth anniversary of the Initial Issue up to the tenth anniversary of the Initial Issue, an amount corresponding to 120 per cent of the Initial Subscription Price plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 6 above. The redemption amount for each redeemed preference share shall however never be lower than the share's quota value.
- iii. As from, and including, the tenth anniversary of the Initial Issue and for the time thereafter, an amount corresponding to 110 per cent of the Initial Subscription Price plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 6 above. The redemption amount for each redeemed preference share shall however never be lower than the share's quota value.

§ 8 Dissolution of the company

If the company is dissolved, preference shares shall carry preferential rights before ordinary shares to receive from the company's assets an amount per preference share corresponding to 130 per cent of the Initial Subscription Price plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 6 above, prior to any distribution to owners of ordinary shares. Preference shares shall otherwise not carry any entitlement to a share of distribution.

§ 9 Preferential rights of shareholders

Should the company decide to issue new shares of more than one class through a cash issue or a set-off issue, holders of ordinary shares and preference shares shall have preferential right to subscribe for new shares of the same class in proportion to their existing shareholding in that class (primary preferential right). Shares that are not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). Should the number of shares offered in this way not be enough for subscription through subsidiary preferential right, said shares shall be apportioned among subscribers in proportion to their existing shareholdings, regardless of whether the shares in the company already held by them are ordinary shares or preference shares. To

the extent this is not possible as regards a certain share or certain shares, the distribution shall be made by lottery.

Should the company decide to issue new shares of only one class through a cash issue or a set-off issue, the existing shareholders of the class of shares that is the subject of the new issue shall carry preferential right to such new shares in proportion to their existing shareholding in that class (primary preferential right). Shares that are not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). Should the number of shares offered in this way not be enough for subscription through subsidiary preferential right, said shares shall be apportioned among subscribers in proportion to their existing shareholdings, regardless of whether the shares in the company already held by them are ordinary shares or preference shares. To the extent this is not possible as regards a certain share or certain shares, the distribution shall be made by lottery.

Should the company decide through a cash issue or a set-off issue to issue subscription warrants or convertibles, shareholders shall have preferential right to subscribe for subscription warrants as if the issue was in respect of the shares that may be subscribed for by exercising the subscription warrants and to subscribe for convertibles as if the issue was in respect of the shares that the convertibles may be exchanged for.

The aforesaid shall not imply any limitation in the possibility of a decision on cash issue or set-off issue with divergence from shareholders' preferential rights.

An increase of the share capital by a bonus issue, where new shares are issued, may only occur by an issue of new ordinary shares. In such case, only holders of ordinary shares have preferential right to such new ordinary shares in proportion to their existing shareholding of ordinary shares. What has just been said shall not imply any limitation in the possibility to issue new classes of shares through a bonus issue, after necessary amendments to the Articles of Association."

The complete Articles of Association in the proposed new wording is attached as **Appendix 1A**.

B. The Board's proposal for a resolution regarding authorisation for the Board to resolve upon new issues of preference shares

The Board proposes that the Extraordinary General Meeting resolves to authorise the Board to, at one or more occasions before the next Annual General Meeting, with or without deviation from the pre-emption right of shareholders, resolve upon a new issue of preference shares in the company, to the extent such new issue can be made without amending the Articles of Association. The authorisation shall comprise a maximum of 5,000,000 preference shares. Such new preference shares shall be issued to a market subscription price, subject to customary market discount where applicable, and the payment for such shares can be made, in addition to payment in cash, by assets contributed in kind or by set-off, or subject to other terms and conditions.

The purpose of the authorisation, and the reason for any deviation from the shareholders' pre-emption right, is that the Board shall be able to resolve on new issues 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 continued growth in the company in other ways.

C. The Board's proposal for a resolution regarding dividend on preference shares

Provided that the company issues preference shares according to items A and B above during the period until the 2015 Annual General Meeting, the Board proposes that the General Meeting resolves that a dividend on all new preference shares, which may be issued by the Board pursuant to the authorisation – a maximum of 5,000,000 preference shares – prior to the 2015 Annual General Meeting, shall be paid quarterly in an amount of SEK five (5), however a maximum of SEK ten (10), with effect from the date they are entered in the share register kept by Euroclear Sweden AB in accordance with the provisions in the company's Articles of Association.

The funds at the Extraordinary General Meeting's disposal amount to SEK 2,504,536,608.

The following dates are proposed as record dates for the quarterly dividends: 20 January 2015 and 20 April 2015. Payments are expected to be made by Euroclear Sweden AB on 23 January 2015 and 23 April 2015.

The first time payment of a dividend on preference shares that may be issued in the event of utilisation of the authorisation may be made is on the payment date which occurs after the first record date after the shares have been registered with the Swedish Companies Registration Office.

The reasoned statement of the Board pursuant to Ch 18 Sec 4 of the Swedish Companies Act (2005:551) is attached as **Appendix 1B** and the report of the Board according to Ch 18 Sec 6 of the Swedish Companies Act (2005:551) and the auditor's statement thereof, and furthermore the company's annual report (including the auditor's report) are attached as **Appendix 1C**.

Miscellaneous

The Board further proposes that the Board, the Chief Executive Officer or the person that any of these appoint, shall be authorised to make the minor adjustments in the above resolutions in items A-C as may be required in connection with registration at the Swedish Companies Registration Office and/or Euroclear Sweden AB.

Majority requirements

The above resolutions under items A-C are conditional upon each other and are therefore to be approved together as one resolution by the General Meeting. Such a resolution is valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

Nacka, October 2014

Hemfosa Fastigheter AB (publ)

The Board

ARTICLES OF ASSOCIATION IN THE PROPOSED NEW WORDING

Reg. no. 556917-4377

ARTICLES OF ASSOCIATION

adopted at the Extraordinary General Meeting on 12 November 2014

§ 1 Company name

The company's name shall be **Hemfosa Fastigheter AB**. The company shall be a public (publ) company.

§ 2 Operations

The object of the company's operations shall be to, directly or indirectly, own and manage properties and property-related assets and engage in other activities related therewith.

§ 3 Registered office

The registered office of the company's Board of Directors shall be in the municipality of Nacka.

§ 4 Share Capital

The share capital of the company shall be no less than SEK 50,000,000 and no more than SEK 200,000,000.

§ 5 Number of shares etc.

The number of shares of the company shall be no less than 50,000,000 shares and no more than 200,000,000 shares.

It shall be possible to issue two classes of shares, ordinary shares and preference shares. Each ordinary share entitles the holder to one (1) vote. Each preference share entitles the holder to one-tenth (1/10) of a vote. Ordinary shares and preference shares may be issued up to an amount corresponding to no more than 100 per cent of the share capital.

§ 6 Dividend

Preference shares have priority to dividend

If the General Meeting resolves on a dividend, preference shares shall carry preferential rights before ordinary shares to a dividend as set out below.

Calculation of the Preference Dividend

The preference shares shall confer a preferential right over the ordinary shares to an annual dividend of SEK twenty (20) per preference share with quarterly payment of SEK five (5) per preference share (the "Preference Dividend"), with record days as set out below.

Payment of dividend

Payment of dividend on preference shares shall, the first time following the registration of the preference shares with the Swedish Companies Registration Office (Sw. *Bolagsverket*), be made quarterly in cash. The record days for the payments of dividend on preference shares shall be 20 January, 20 April, 20 July and 20 October. In the event such day is not a banking day, the record date shall be the closest preceding banking day. Dividend payments on preference shares shall be made on the third banking day after the record date. With "banking day" means a day that is not a Sunday, a public holiday or a day that in relation to the payment of debt instruments is equal to a public holiday (such equal days are at the time of the adoption of this Articles of Association Saturday, Midsummer Eve, Christmas Eve and New Year's Eve).

Calculation of Outstanding Amount

If no dividend is paid on preference shares, or if only a dividend of less than the Preference Dividend has been paid, the preference shares shall carry entitlement to, in addition to future Preference Dividend, receive an amount evenly distributed on each preference share, corresponding to the difference between what should have been paid according to the above and the amount that was paid ("Outstanding Amount") before dividend to holders of ordinary shares can be made. The Outstanding Amount shall be adjusted upwards by a factor corresponding to an annual interest rate of ten (10) per cent, whereby upward adjustment shall start from the quarterly date when payment of part of the dividend was made (or should have been made, in the event that no dividend was paid at all). Dividend of the Outstanding Amount is also conditional upon that the General Meeting resolves to pay dividend.

Recalculation at certain events of the company

In the case of a change in the number of preference shares through a reverse share split, a share split or other company events that have a similar effect, the amount that the preference share is entitled to according to §§ 6-8 in these Articles of Association shall be recalculated to reflect this change.

Miscellaneous

The preference shares shall not otherwise carry entitlement to dividend.

§ 7 Redemption of preference shares

A reduction of the share capital, although not below the minimum capital, may be effected through redemption of a certain number of, or all, preference shares following a decision by the General Meeting.

The allocation of which preference shares that shall be redeemed shall be made pro rata in relation to the number of preference shares that each preference shareholder owns at the time of the General Meeting's resolution on redemption. If the allocation as set out above does not amount to

an even number of shares, the Board of Directors shall decide on allocation of the additional preference shares to be redeemed. If the resolution is approved by all holders of preference shares the General Meeting can however decide which preference shares are to be redeemed.

The redemption amount for each redeemed preference share shall be an amount calculated as follows:

- i. Up to the fifth anniversary of the first new issue of preference shares (the "Initial Issue"), an amount corresponding to 130 per cent of the amount in SEK paid for each preference share at the Initial Issue ("Initial Subscription Price") plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 6 above. The redemption amount for each redeemed preference share shall however never be lower than the share's quota value.
- ii. As from, and including, the fifth anniversary of the Initial Issue up to the tenth anniversary of the Initial Issue, an amount corresponding to 120 per cent of the Initial Subscription Price plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 6 above. The redemption amount for each redeemed preference share shall however never be lower than the share's quota value.
- iii. As from, and including, the tenth anniversary of the Initial Issue and for the time thereafter, an amount corresponding to 110 per cent of the Initial Subscription Price plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 6 above. The redemption amount for each redeemed preference share shall however never be lower than the share's quota value.

§ 8 Dissolution of the company

If the company is dissolved, preference shares shall carry preferential rights before ordinary shares to receive from the company's assets an amount per preference share corresponding to 130 per cent of the Initial Subscription Price plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 6 above, prior to any distribution to owners of ordinary shares. Preference shares shall otherwise not carry any entitlement to a share of distribution.

§ 9 Preferential rights of shareholders

Should the company decide to issue new shares of more than one class through a cash issue or a set-off issue, holders of ordinary shares and preference shares shall have preferential right to subscribe for new shares of the same class in proportion to their existing shareholding in that class (primary preferential right). Shares that are not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). Should the number of shares offered in this way not be enough for subscription through subsidiary preferential right, said shares shall be apportioned among subscribers in proportion to their existing shareholdings, regardless of whether the shares in the company already held by them are ordinary shares or preference shares. To the extent this is not possible as regards a certain share or certain shares, the distribution shall be made by lottery.

Should the company decide to issue new shares of only one class through a cash issue or a set-off issue, the existing shareholders of the class of shares that is the subject of the new issue shall carry preferential right to such new shares in proportion to their existing shareholding in that class (primary preferential right). Shares that are not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). Should the number of shares offered in this way not be enough for subscription through subsidiary preferential right, said shares shall be apportioned among subscribers in proportion to their existing shareholdings, regardless of whether the shares in the company already held by them are ordinary shares or preference shares. To the extent this is not possible as regards a certain share or certain shares, the distribution shall be made by lottery.

Should the company decide through a cash issue or a set-off issue to issue subscription warrants or convertibles, shareholders shall have preferential right to subscribe for subscription warrants as if the issue was in respect of the shares that may be subscribed for by exercising the subscription warrants and to subscribe for convertibles as if the issue was in respect of the shares that the convertibles may be exchanged for.

The aforesaid shall not imply any limitation in the possibility of a decision on cash issue or set-off issue with divergence from shareholders' preferential rights.

An increase of the share capital by a bonus issue, where new shares are issued, may only occur by an issue of new ordinary shares. In such case, only holders of ordinary shares have preferential right to such new ordinary shares in proportion to their existing shareholding of ordinary shares. What has just been said shall not imply any limitation in the possibility to issue new classes of shares through a bonus issue, after necessary amendments to the Articles of Association.

§ 10 Board of Directors

The Board of Directors shall comprise no less than four and no more than ten members. The members of the Board of Directors shall be elected annually at the company's Annual General Meeting for the period until the end of the next Annual General Meeting.

§ 11 Auditor

The company shall have one or two auditors, with or without deputy auditors. The auditors shall examine the company's annual report and accounting records, and examine the management performed by Board of Director and the Chief Executive Officer. If the company is a parent company, the auditors shall also examine the consolidated financial statements and the mutual relationships between group companies.

§ 12 Notice

Notice to attend a General Meeting of shareholders shall be issued by publishing a notice in Post- och Inrikes Tidningar (the Official Swedish Gazette) and on the company's website. An announcement confirming that notice to attend has been issued shall be published in Svenska Dagbladet. Should the nationwide distribution of Svenska Dagbladet be discontinued, the announcement shall be published

in Dagens Nyheter instead. The notice to attend shall be issued within such time stipulated by the Swedish Companies Act (2005:551) (Sw. *aktiebolagslagen*).

Shareholders wishing to participate in the General Meeting must be registered in a transcript or some other presentation of the entire share register pertaining to the conditions prevailing five weekdays prior to the meeting and notify the company of their intention to attend no later than the day stated in the notice to attend the meeting. This day must not be a Sunday or another public holiday, a Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not occur earlier than the fifth weekday prior to the meeting.

§ 13 General Meeting of shareholders

The General Meeting of shareholders shall be held in the municipality where the Board of Directors has its registered office or in Stockholm.

The Annual General Meeting shall be held annually within six months from the end of the preceding financial year. The following items of business shall be addressed at the Annual General Meeting:

1. Election of Chairman of the meeting.
2. Preparation and approval of the voting register.
3. Election of one or two persons to check and verify the minutes.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditors' report and, where appropriate, the consolidated financial statements and the auditor's report for the group.
7. Resolutions concerning
 - a) adoption of the income statement and the balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet,
 - b) disposition of the company's earnings in accordance with the adopted balance sheet, and
 - c) whether the Board members and the Chief Executive Officer should be discharged from liability.
8. Determination of remuneration to be paid to the Board members and the auditor.
9. Election of Board members and, where applicable, auditors and any deputy auditors.
10. Other business to be addressed by the meeting in accordance with the Swedish Companies Act (2005:551) or the Articles of Association.

§ 14 Financial year

The company's financial year shall be 1 January to 31 December.

§ 15 CSD clause

The company's shares shall be recorded in a central securities depository register pursuant to the Financial Instruments Accounts Act (1998:1479) (Sw. *Lag om kontoföring av finansiella instrument*).

Shareholders or nominees who, on the record date, are entered in the share register and noted in a central securities depository register in accordance with Chapter 4 of the Financial Instruments Accounts Act (1998:1479) or those listed in a central securities depository account in accordance with Chapter 4, Section 18, Paragraph 1, Items 6-8 of the aforementioned Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, Section 39 of the Swedish Companies Act (2005:551).

THE REASONED STATEMENT OF THE BOARD PURSUANT TO CH 18 SEC 4 IN THE COMPANIES ACT (2005:551)

Due to the proposal of the Board of Directors of Hemfosa Fastigheter AB (publ), reg. no. 556917-4377, for a so called additional dividend on preference shares, the Board of Directors hereby gives the following statement pursuant to Ch 18 Sec 4 of the Swedish Companies Act (2005:551) (Sw. *aktiebolagslagen*).

Nature, extent and risks of operations

The nature and scope of the company's operations are specified in the Articles of Association and published annual reports. The operations conducted in the company and group companies do not give rise to risks in addition to what occurs or can be expected to occur in the sector concerned or the risks that are in general inherent when conducting business activities. With regard to significant events, reference is made to what is stated in the directors' report in the most recent annual report adopted at the Annual General Meeting on 4 March, 2014. In addition to this, no events have occurred that have negative impact on the company's ability to transfer values to its shareholders. The company's dependence on the business cycle does not deviate from that which exists within the concerned sector.

Financial position of the company and the group

The financial position of the company and the group as at 31 December 2013 is presented in the most recent annual report. Furthermore, the principles applied for valuation of assets, provisions and debt are presented in the annual report.

In its proposal, the Board of Directors has proposed a dividend on preference shares which may be issued by the Board pursuant to the authorisation to resolve on new issues proposed to the Extraordinary General Meeting, according to the following.¹ For each preference share issued prior to the 2015 Annual General Meeting dividend shall be paid quarterly in an amount of SEK five (5) until the 2015 Annual General Meeting, however a maximum of SEK ten (10). The proposed dividend on new preference shares, at a maximum utilisation of the proposed new issue authorisation, will amount to a maximum of SEK 50,000,000.

Presentations in the annual report include among other that the funds at the disposal of the General Meeting amounts to SEK 2,504,536,608, and that the company's equity ratio amounts to 40.5 per cent and consolidated equity ratio amounts to 13.8 per cent. The company has, including agreed

¹ The issue of preference shares with utilisation of the proposed new issue authorisation is subject to that the Extraordinary General Meeting resolves in accordance with the Board's proposal to authorise the Board to resolve on new issues, and also that the Extraordinary General Meeting resolves to amend the Articles of Association.

credit limits, access to substantial cash and cash equivalents. The financial position of the company and the group is strong. The proposed value transfer (dividend) does not jeopardise the completion of investments regarded as necessary.

Unrealised gains form an insignificant part of the equity of the company and the group.

The value transfer does not affect the ability of the company and the group to meet existing and anticipated payment obligations at the right time. The liquidity forecasts of the company and the group include preparedness to manage variations in current payment obligations.

The financial position of the company and the group does not give rise to any assessment other than that the company and the group can continue their operations and the company and the group can be expected to meet their obligations in the short and long term.

In the opinion of the Board, the size of equity as reported in the most recent annual report is in reasonable proportion to the scope of the company's activities and the risks inherent with conducting the business taking the value transfer now proposed into account.

Defensibility of the proposed dividend

With reference to the above, and to other information that has come to the knowledge of the Board of Directors, it is the opinion of the Board that the financial position of the company and the group means that the proposed value transfer is defensible with reference to the demands that the nature, scope and risks, including effects of the macroeconomic situation, of the operations place on the size of the company's and the group's equity, and on the company's and the group's consolidation needs, liquidity and position in general.

Nacka, 20 October 2014

Hemfosa Fastigheter AB (publ)

The Board

THE BOARD'S REPORT PURSUANT TO CH 18 SEC 6 OF THE COMPANIES ACT (2005:551)

Due to the proposal of the Board of Directors of Hemfosa Fastigheter AB (publ), reg. no. 556917-4377, for a so called additional dividend on preference shares, the Board of Directors hereby gives the following statement pursuant to Ch 18 Sec 6 of the Swedish Companies Act (2005:551) (Sw. *aktiebolagslagen*).

For a report of events of material significance for the company's financial position which have occurred since the presentation of the annual report with respect to the financial year 2013 until, and including, 30 June 2014, please refer to the company's half-yearly report 2014. All events of material significance that have occurred during the period thereafter are stated in press releases that have been published by the company after the publication of the half-yearly report.

Mentioned half-yearly report and press releases are available on the company's website, www.hemfosa.se.

In addition to what is presented above, no events of material significance for the company's financial position have occurred after the presentation of the annual report with respect to the financial year 2013. Since the balance sheet date on 31 December 2013, the company's restricted equity has increased with SEK 40,720,104, from SEK 25,000,000 to SEK 65,720,104, due to new share issues carried out in connection to the listing of the company's shares on 21 March 2014, where after there have not been any changes to the company's restricted equity.

Nacka, 20 October 2014

Hemfosa Fastigheter AB (publ)

The Board



Auditor's statement in accordance with Chapter 18, Section 6 of the Swedish Companies Act (2005:551) regarding the Board of Directors' report and proposal for additional dividend

To the general meeting of shareholders in Hemfosa Fastigheter AB (publ), Corporate Identity Number 556917-4377

We have reviewed the Board of Directors' report in accordance with Chapter 18, Section 6 of the Swedish Companies Act and the Board of Directors' proposed distribution of profits dated 20 October 2014.

Responsibilities of the Board of Directors for the report and the proposal

The Board of Directors is responsible for the preparation of the report and the proposal in accordance with the Annual Accounts Act and for such internal control as the Board of Directors determine is necessary to enable the preparation of a report and a proposal that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the additional dividend based on our review. We conducted our review in accordance with FAR's recommendation RevR9 *The Auditor's Other Statements Pursuant to the Swedish Companies Act and the Companies Ordinance*. This recommendation requires that we comply with ethical requirements and plan and perform the review to obtain reasonable assurance about whether the Board of directors' report is free from material misstatement.

A review involves performing procedures to obtain evidence about the financial information and other disclosures in the Board of directors' report and proposal. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the report and proposal, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Board of Directors' preparation of the report and proposal in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

Opinion

Our opinion is that the report provides a true and fair view and we recommend that the general meeting of shareholders distribute the profits in accordance with the Board of Directors' proposal.

Other disclosures

The sole purpose of this auditor's statement is to fulfill the requirements stated in Chapter 18, Section 6 of the Swedish Companies Act, and this statement may not be used for any other purpose.

Stockholm, 21 October 2014

KPMG AB

Mattias Johansson
Authorized Public Accountant