

This English version of the minutes is an unofficial translation of the Swedish original version and in case of any discrepancies between the Swedish version and the English translation, the Swedish version shall prevail.

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

Time:	Thursday 13 September 2018 4:00-5:06 pm (CET)
Location:	Advokatfirman Cederquist KB Hovslagargatan 3 111 48 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 Extraordinary 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.

The Chairman informed that Elin Ljungström had been appointed to keep the minutes at the Meeting and that audio or video recording was not permitted.

The Meeting resolved that shareholders who had not given notice to attend, invited guests who were not shareholders, employees in Hemfosa, advisors to Hemfosa and others 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.

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 foreign funds, and Johannes Wingborg, representing Länsförsäkringar funds 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 Swedish Companies Act and 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.

7. RESOLUTION REGARDING DISTRIBUTION OF ALL SHARES IN NYFOSA AB TO THE ORDINARY SHAREHOLDERS IN HEMFOSA (AGENDA ITEM 7)

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

Caroline Arehult, new CEO as from 14 September 2018, presented herself to the Meeting.

The CEO, and member of the Board, Jens Engwall presented the Board's proposed resolution regarding distribution of all shares in Nyfosa AB to the ordinary shareholders in Hemfosa.

The shareholders asked question regarding, *inter alia*, Nyfosa's financial risk limitations, issue authorisation, potential risks of conflict of interest in relation to Jens Engwall's and Bengt Kjell's positions in both Nyfosa and Hemfosa, timing of publication of the prospectus and the distribution of the shares in Nyfosa and Nyfosa's acquisition of properties in July 2018. The questions were answered by the CEO, and member of the Board, Jens Engwall and the Chairman of the Board Bengt Kjell.

The Meeting resolved in accordance with the proposal of the Board as set out in [Appendix 2](#). It was noted that all shareholders voted in favour of the resolution.

8. CLOSING OF THE MEETING (AGENDA ITEM 8)

The Chairman declared the Extraordinary General Meeting closed.

At the minutes:

Elin Ljungström

Minutes' checkers:

Wilhelm Lüning
Niklas Haak
Johannes Wingborg

Appendix 2

The English text is an unofficial translation of the Swedish original and in case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

THE PROPOSAL FOR RESOLUTION ON DISTRIBUTION OF ALL SHARES IN NYFOSA AB TO THE ORDINARY SHAREHOLDERS IN HEMFOSA BY THE BOARD OF DIRECTORS IN HEMFOSA FASTIGHETER AB

On 7 November 2017, the Board of Directors of Hemfosa announced its intention to evaluate the conditions for a split of the group into two listed companies, one company focusing on community service properties and a transaction-based, opportunistic company focusing on Hemfosa's other properties. On 16 February 2018, the Board of Directors announced its decision to create a subsidiary comprising Hemfosa's other properties and on 18 April 2018 the new name of the subsidiary was announced; Nyfosa AB, reg. no. 559131-0833 ("Nyfosa").

The Board of Directors hereby proposes the Extraordinary General Meeting to resolve that all shares in the wholly-owned subsidiary Nyfosa are to be distributed, whereby one (1) ordinary share in Hemfosa entitles to one (1) share in Nyfosa. Preference shares in Hemfosa do not entitle to any shares in Nyfosa.

The value of the distribution of the shares in Nyfosa is determined based on the book value at the time of the distribution of the shares to Hemfosa's ordinary shareholders with the application of applicable accounting rules. The Board of Directors' proposed dividend corresponds to a total amount of SEK 3,838 million, based on the book value at the time of this proposal, which is also expected to be the book value at the time of the distribution of the shares in Nyfosa.

The Board of Directors proposes that the Board of Directors is authorised to resolve on the record date for the distribution, which is expected to be during the fourth quarter of 2018. The distribution of shares is expected to occur two trading days after the record date. The shares in Nyfosa is expected to be traded on Nasdaq Stockholm.

As of 31 December 2017, Hemfosa's non-restricted equity amounted to SEK 11,129 million. The Annual General Meeting on 18 April 2018 resolved on a cash dividend of SEK 867 million in total, which reduces the non-restricted equity by the same amount. On 19 June 2018 the Board of Directors resolved, based on the issue authorisation granted by the Annual General Meeting on 18 April 2018, on a directed share issue of 10 million ordinary shares. The new ordinary shares are entitled to dividend which reduces the non-restricted equity by an additional SEK 36 million.¹ Hence, the available amount for distribution in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act, amounts to SEK 10,226 million. Following the Extraordinary General Meeting's resolution regarding the distribution of shares in Nyfosa, in accordance with the Board of Directors' proposal, the available amount in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act is expected to amount to SEK 6,388 million.

¹ The new issued ordinary shares were recorded in the share register, kept by Euroclear Sweden AB, on 20 June 2018. As resolved by the Annual General Meeting in Hemfosa on 18 April 2018, the record dates for the quarterly dividends of SEK 1.20 per ordinary share are 20 April 2018, 10 July 2018, 10 October 2018 and 10 January 2019.

Nacka, August 2018
Hemfosa Fastigheter AB
Board of Directors