

*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.*

## **NOTICE TO ATTEND EXTRAORDINARY GENERAL MEETING**

**The shareholders of Hemfosa Fastigheter AB ("Hemfosa") are hereby invited to the Extraordinary General Meeting on Thursday 13 September 2018 at 4:00 p.m. CET at Advokatfirman Cederquist's premises, Hovslagargatan 3, in Stockholm, Sweden. Entry to the Extraordinary General Meeting will commence at 3:30 p.m. CET.**

### **NOTIFICATION ETC.**

Shareholders who wish to attend the Extraordinary General Meeting

shall be entered in the share register maintained by Euroclear Sweden AB on Friday 7 September 2018,

shall give notice of their attendance to Hemfosa no later than on Friday 7 September 2018. Notification shall be submitted in writing to Hemfosa Fastigheter AB, c/o Euroclear Sweden AB, "Extraordinary General Meeting 2018", Box 191, 101 23 Stockholm, Sweden, or by telephone to +46 (0)8-402 92 96. Notification can also be made via Hemfosa's website, [www.hemfosa.se](http://www.hemfosa.se). The notification shall state the name, personal identification number or company registration number, address, telephone number and accompanying advisors, if any (not more than two).

Shareholders whose shares are registered in the name of a nominee must temporarily re-register the shares in their own name in order to be entitled to attend and vote at the Extraordinary General Meeting. Such re-registration must be effected with Euroclear Sweden AB on Friday 7 September 2018, which means that the shareholder must inform its nominee well before this date.

Shareholders attending by proxy or a representative should send powers of attorney in original, certificates of incorporation and any other documents of authorisation to the company at the address above well before the Extraordinary General Meeting. A template proxy form is available on the company's website, [www.hemfosa.se](http://www.hemfosa.se). Shareholders cannot vote or in other ways attend the Extraordinary General Meeting by remote access.

### **PROPOSED AGENDA**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to check and verify the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Resolution on distribution of all shares in Nyfosa AB to the ordinary shareholders in Hemfosa
8. Closing of the meeting

## PROPOSED RESOLUTION

### *Item 7 – Resolution on distribution of all shares in Nyfosa AB to the ordinary shareholders in Hemfosa*

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.<sup>1</sup> 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.

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<sup>1</sup> 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.

## MISCELLANEOUS

### Shares and votes

As of the date of this notice, there is a total number of 178,728,248 shares in Hemfosa of which 167,728,249 are ordinary shares, carrying one vote per share and 10,999,999 are preference shares, carrying one-tenth of a vote per share, corresponding to a total number of 168,828,248.9 votes in the company. The company does not hold any own shares.

### Shareholders' right to request information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

### Documentation

The Board of Directors' complete proposal for resolution on distribution including the documentation pursuant to Chapter 18, Sections 4 and 6 of the Swedish Companies Act and the information brochure regarding the Board of Directors' proposed distribution of shares in Nyfosa will be available for shareholders at Hemfosa's premises at the address Hästholmsvägen 28 in Nacka, Sweden, and at Hemfosa's website, [www.hemfosa.se](http://www.hemfosa.se), no later than on Thursday 23 August 2018 and will be sent to those shareholders who so request and state their address. All of the above mentioned documents will be presented at the Extraordinary General Meeting.

### Process of personal data

Shareholders' personal data collected from the share register, notification of attendance to the Extraordinary General Meeting as well as information regarding representatives and advisors will be used for registration, drawing up of voting list for the Extraordinary General Meeting and, where applicable, minutes from the Extraordinary General Meeting. The personal data will be processed in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council) in force as of 25 May 2018. For additional information regarding Hemfosa's process of personal data and your rights, please see the Integrity Policy on the following link <https://anmalan.vpc.se/hemfosa2018x/GDPR.aspx> or contact Hemfosa on e-mail [info@hemfosa.se](mailto:info@hemfosa.se).

If you consider that Hemfosa's processing of personal data is not satisfying, a complaint may be filed with the Swedish Data Protection Authority.

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Nacka, August 2018  
Hemfosa Fastigheter AB  
*Board of Directors*

**Other information**

Schedule for the Extraordinary General Meeting:

3:30 p.m. CET – The doors open for shareholders.

4:00 p.m. CET – The Extraordinary General Meeting commences.

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