

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

## **Annual General Meeting of Heimstaden AB (publ)**

Shareholders of Heimstaden AB (publ), 556670-0455 (the ”**Company**”), are hereby invited to the Annual General Meeting to be held at 10.00 CET on Thursday, 28 May 2020, at the Company’s premises, at Östra Promenaden 7 A, 211 28 Malmö. Registration for the Annual General Meeting will open at 9.30 CET.

### **Notice of attendance**

Shareholders who wish to participate in the Annual General Meeting must both be registered in the shareholder register maintained by Euroclear Sweden AB as per Friday, 22 May 2020, and notify the Company of their intention to participate in the Annual General Meeting no later than Friday, 22 May 2020, 16.00 CET.

Registration can be made by post to Heimstaden AB (publ), Årsstämma 2020, Att: Carl-Fredrik Streiby, Östra Promenaden 7 A, 211 28 Malmö; by email at [arsstamma@heimstaden.com](mailto:arsstamma@heimstaden.com) or on the Company’s website, [www.heimstaden.com/arsstamma](http://www.heimstaden.com/arsstamma). The notice of attendance shall state name, date of birth or corporate identification number, shareholdings, address, telephone number and, where relevant, the number of attending advisors (not more than two).

Shareholders who are represented by proxy must provide their representative with a proxy in original and other authorization documents, to be brought to the Annual General Meeting. If the authorisation was issued by a legal entity, an attested copy of the current certificate of registration for the legal entity or corresponding authorization documents must be appended. Template proxy forms are available on the Company’s website, [www.heimstaden.com/arsstamma](http://www.heimstaden.com/arsstamma). If no period of validity is stated, the authorisation will be effective for no more than one year from the date of issue.

Shareholders can also choose to vote by post. Template proxy forms for voting by post are available on the Company’s website, [www.heimstaden.com/arsstamma](http://www.heimstaden.com/arsstamma), at the Company and will be sent free of charge to shareholders who so request and provide their postal address. If shareholders intend to vote by post, the shareholder shall send a completed postal voting form by post to Heimstaden AB (publ), Årsstämma 2020, Att: Carl-Fredrik Streiby, Östra Promenaden 7 A, 211 28 Malmö. If the postal voting form is a postal voting for a shareholder who is a legal person, an attested copy of the current certificate of registration for the legal entity or corresponding authorization documents must be sent to the Company well in advance of the Annual General Meeting. The postal voting form shall be sent to the Company on the above address no later than Friday, 22 May 2020. Please note that shareholders who wish to vote by post must also notify his or hers participation on

the Annual General Meeting in the procedure prescribed in this notice and in such a notice declare “Poströstning”.

Shareholders with nominee-registered shares held via a bank or other nominee must well in advance of Friday, 22 May 2020 request the nominee to register them in the shareholder’s own name in the register maintained by Euroclear Sweden AB in order to be able to participate in the Annual General Meeting.

#### **Precautionary measures due to Covid-19**

In order to safeguard the shareholders' and employees' health, the Company aims to keep the Annual General Meeting as short and efficient as possible, and to minimize all unnecessary social contact. Thus:

- No refreshments will be offered.
- No exhibitions will be held in connection to the Annual General Meeting.
- The number of participating members of the Board of Directors and members of the management will be severely limited and their participation may be conducted through video or telephone link.
- Shareholders are encouraged to follow the authorities' recommendations and take responsibility for preventing the spread of infection, as well as take advantage of the opportunity to vote by post.

The Company monitors the development and, if necessary, additional measures for the Annual General Meeting may be suggested. If the measures taken are not sufficient and the number of shareholders physically attending the Annual General Meeting exceeds what is prescribed or recommended by the relevant authorities, or if the Board otherwise considers that the Annual General Meeting cannot be performed safely, the Company will cancel the Annual General Meeting and postpone the Annual General Meeting to the second quarter of 2020. This may happen at short notice. In the event of cancellation, a new notice will be distributed in the usual manner.

#### **Proposed agenda**

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Resolution of the number of persons to verify the minutes.
5. Election of persons to verify the minutes.
6. Approval of the agenda.
7. Determination of whether the meeting has been duly convened.

8. Presentation of the annual report, the Auditor's report, and the Group accounts and Auditor's report for the Group.
9. Resolution in respect of adoption of the annual report, the Auditor's report, and the Group accounts and Auditor's report for the Group.
10. Resolution in respect of allocation of the Company's result in accordance with the adopted balance sheet and adopted consolidated balance sheet for the Group.
11. Resolution on discharge from liability of the members of the Board of Directors and the CEO for the period that the accounts encompass.
  - a. The Chairman of the Board Ivar Tollefsen.
  - b. Member of the Board of Directors John Giverholt.
  - c. Member of the Board of Directors and CEO Patrik Hall.
  - d. Member of the Board of Directors Magnus Nordholm.
12. Determination of fees to the members of the Board of Directors and the Auditor.
13. Resolution on the number of members of the Board of Directors and eventual deputy members of the Board of Directors.
14. Election of members of the Board of Directors and eventual deputy members of the Board of Directors.
  - a. Re-election of member of the Board of Directors Ivar Tollefsen.
  - b. Re-election of member of the Board of Directors John Giverholt.
  - c. Re-election of member of the Board of Directors Patrik Hall.
  - d. Re-election of member of the Board of Directors Magnus Nordholm.
15. Resolution on the numbers of Auditors.
16. Election of Auditors.
17. Closing of the Meeting.

**Election of chairman of the meeting (item 2)**

The Board proposes Patrik Hall as chairman of the Annual General Meeting.

**Persons to verify the minutes (item 4–5)**

The Board proposes.

*Resolution of the number of persons to verify the minutes. (item 4)*

Two persons to verify the minutes.

*Election of persons to verify the minutes (item 5)*

Two persons present at the Annual General Meeting and at the meeting proposed to verify the minutes.

**Resolution in respect of allocation of the Company's result (item 10)**

The Board of Directors proposes that the Annual General Meeting resolves on a dividend to the holders of preference shares, in accordance with the Company's articles of association, and no dividend to the holders of ordinary shares.

Means at the disposal of the Annual General Meeting, SEK 17 906 033 955, shall be distributed to the holders of preference shares with SEK 20 per preference share, a total amount of SEK 46 875 000. The remaining amount, SEK 17 859 158 955, shall be carried forward.

Dividend to the preference shareholders shall be paid quarterly in an amount of SEK 5 per disbursement. Record dates for the dividends shall in accordance with the Company's articles of association be 5 July 2020, 5 October 2020, 5 January 2021 and 5 April 2021.

If the record date stated above is not a business day, the record date shall be the nearest preceding business day. Disbursement of the dividend shall be executed the third business day following the record date.

**The Board, Auditor, fees to the Board and fees to the Auditor (item 12–16)**

The shareholder Fredensborg AS who represents about 86.2 percent of the shares and about 98.4 percent of the votes in the Company proposes.

*Determination of fees to the Directors and the Auditor (item 12)*

The shareholder proposes that Director's fees shall not be paid to the Chairman of the Board or any other member of the Board of Directors.

The shareholder proposes that the Auditors' fee be paid on account as per approved invoice.

*Resolution on the number of members of the Board of Directors and eventual deputy members of the Board of Directors (item 13)*

The shareholder proposes that the Board of Directors shall consist of four members with not no deputy members of the Board of Directors, *i.e.*, no change in the number of members of the Board of Directors elected by the Annual General Meeting is proposed.

*Election of members of the Board of Directors and eventual deputy members of the Board of Directors (item 14)*

The shareholder proposes, for the time until the end of the next Annual General Meeting, the re-election of the members of the Board of Directors, which means re-election of:

- a. Ivar Tollefsen

- b. John Giverholt
- c. Patrik Hall
- d. Magnus Nordholm

as members of the Board of Directors until the end of the Annual General Meeting 2021.

*Resolution on the numbers of Auditors (item 15)*

The Board proposes that the numbers of Auditors shall remain unchanged and therefore be two.

*Election of Auditors (item 16)*

The Board proposes for the time until the end of the next Annual General Meeting, on re-election of the registered accounting firm Ernst & Young Aktiebolag and re-election of Authorized Accountant Ingemar Rindstig, at Ernst & Young Aktiebolag, as the Auditors of the Company.

Ernst & Young Aktiebolag has informed that in the event that the accounting firm is elected, Peter von Knorring will continue to be the Auditor in charge.

**Shareholders right to 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, and circumstances that can affect the assessment of the Company's or its subsidiaries' financial situation, or the Company's relation to other Group companies.

**Processing of personal data**

For information on how your personal data is processed in connection with the Annual General Meeting, please see: <https://heimstaden.com/behandling-av-personuppgifter/>.

**Documents**

The complete proposals and other documents that shall be made available prior to the Annual General Meeting pursuant to the Swedish Companies Act will be made available at the Company and on the Company's website, [www.heimstaden.com](http://www.heimstaden.com), no later than three weeks prior to the Annual General Meeting as well as be sent free of charge to shareholders who so request and provide their postal address.

**Shareholders are welcomed to the Annual General Meeting**

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Malmö in April 2020

**Heimstaden AB (publ)**

*The Board of Directors*