

**PRESS RELEASE****7 April 2005****Notice of Annual General Meeting in Wihlborgs Fastigheter AB (publ)**

The shareholders of Wihlborgs Fastigheter AB (publ), company reg. no. 556049-1523, are hereby invited to attend the Company's Annual General Meeting (AGM) on 9 May 2005, at 5 p.m. in Slagthuset, Jörgen Kocksgatan 7 A, Malmö, Sweden.

**Notification**

Shareholders wishing to take part in the AGM must be included in the register of shareholders kept by VPC AB no later than Friday 29 April 2005 and notify the Company of their intention to participate, stating the names of any assistants they wish to invite, no later than 4 p.m. on Monday 2 May 2005. Such notification may be made in any of the following ways:

- by post: Wihlborgs Fastigheter AB, Box 97, SE-201 20 Malmö, Sweden
- by phone: +46 (0)40-690 57 70
- by fax: +46 (0)40-23 45 52
- by e-mail: annika.nordbeck@wihlborgs.se

In the notification shareholders must state their name, personal ID/registration number, address, phone number and shareholding in the Company. Shareholders whose shares are registered in the name of a nominee must, to be entitled to take part in the AGM, request that their shareholding be temporarily registered under their own name at VPC AB. Such temporary registration must be completed by Friday 29 April 2005. Shareholders are advised to contact their nominee well in advance of this date to request such re-registration.

Any representatives appointed by shareholders to act on their behalf at the AGM will be required to present a written and dated power of attorney, which may not be more than one year old. Representatives of legal persons will be required to present proof of registration or an equivalent document showing their authorisation.

**Agenda**

The AGM shall transact the following business:

- 1) Open the meeting
- 2) Elect a chairman for the AGM
- 3) Draw up and approve a list of voters
- 4) Elect one or two persons to check the minutes
- 5) Approve the agenda
- 6) Determine whether the AGM has been duly convened
- 7) Listen to a speech by the Managing Director
- 8) Listen to a presentation of the Annual Report and Audit Report and the Consolidated Financial Statements and Consolidated Audit Report.
- 9) Decide on
  - a) the adoption of the Profit and Loss Account and Balance Sheet as well as the Consolidated Profit and Loss Account and Consolidated Balance Sheet
  - b) the distribution of the Company's profit or loss according to the approved Balance Sheet
  - c) discharge from liability for the Board of Directors and Managing Director

- d) a record date for the payment of a dividend, in the event that such dividend is approved by the AGM
- 10) Decide on amendments to the Articles of Association
  - 11) Decide on the number of Directors and Auditors
  - 12) Decide on Directors' and auditors' fees
  - 13) Receive information from the chairman of the AGM on any assignments on behalf of other companies and organisations being performed by the Board nominees
  - 14) Elect the Board of Directors
  - 15) Elect an auditor
  - 16) Elect the Nomination Committee
  - 17) Decide whether to authorise the Board to acquire shares in the Company on their own behalf and transfer ownership of such shares to other parties
  - 18) Decide on commission-free trading
  - 19) Decide whether to approve the sale of Fabeg FM AB
  - 20) Transact any other business
  - 21) Conclude the meeting

### **Proposed decisions**

#### **Items 9 b and d**

##### ***The Board's proposal for a cash dividend***

The Board proposes that the meeting approve the payment of a cash dividend of SEK 6.50 per share for 2004. If the shareholders approve the Board's proposal, it is expected that the cash dividend will be paid through VPC AB on Tuesday 17 May 2005.

##### ***The Board's proposal for a scrip dividend of shares in Wihlborgs Syd AB (publ)***

The Board of Directors proposes that the AGM decide on a scrip issue of shares in Wihlborgs Syd AB (publ) as follows:

Each share in Wihlborgs Fastigheter AB (publ) held on the record date shall entitle the holder to one fractional share in Wihlborgs Syd AB (publ). Five fractional shares correspond to one share in Wihlborgs Syd AB (publ).

- In connection with the dividend all fractional shares held by shareholders will automatically be converted into shares in Wihlborgs Syd AB (publ).
- Following the conversion, any fractional shares not evenly divisible by five (max. 4 per shareholder) will be sold automatically and free of commission through Hagströmer & Qviberg ("H&Q").
- Shareholders holding odd lots in Wihlborgs Syd AB (publ) after the dividend will be offered to either buy the number of shares required to complete the lot or sell the shares making up the odd lot free of commission through H&Q (one round lot = 100 shares). Shareholders whose holdings consist of less than 100 shares will be entitled to sell their holdings free of charge. The offer will be valid from 23 May – 10 June 2005.
- The price of fractional shares bought and sold free of commission through H&Q will be the average price in all transactions made under the offer of commission-free trading during the period 23 May – 10 June 2005. The cash proceed of divested fractional shares will be distributed around 22 June 2005.
- The full terms and conditions of the dividend are described in an offering memorandum, which will be distributed to shareholders around 13 May 2005.

### **Record date**

The proposed record date for the cash dividend and scrip dividend of shares in Wihlborgs Syd AB (publ) is Thursday 12 May 2005.

### **Item 10**

The Board proposes that Wihlborgs Fastigheter AB (publ) change name to Fabege AB (publ) in conjunction with the scrip issue of shares in Wihlborgs Syd AB (publ) and that the Articles of Association be amended as follows:

Art. 1 "The company's name is Fabege AB (publ)."

Art. 3 "The seat of the Board of Directors is in Stockholm."

Art. 9 "An Annual General Meeting (AGM) shall be held in Stockholm once a year. At the AGM the following business shall be transacted." (After this the wording is the same as before).

Art. 10 "Notification of an Annual or Extraordinary General Meeting shall be made by advertisement in *Post- och Inrikes Tidningar* and in one other daily newspaper with nationwide circulation." (After this the wording is the same as before).

The purpose of the change of company name is to enable Wihlborgs Syd AB (publ) to change name to Wihlborgs Fastigheter AB (publ).

### **Items 11, 12, 14 and 15**

The Nomination Committee proposes that the number of Directors remain unchanged at seven, and that Stefan Dahlbo, Göte Dahlin, Sven-Åke Johansson, Erik Paulsson, Mats Qviberg and Maths O. Sundqvist be re-elected to the Board. The Committee proposes that Märtha Josefsson be elected to the Board as a new Director. Kerstin Fredriksson has declined an offer of re-election.

It is proposed that Directors' fees totalling SEK 1,175,000 (an increase of SEK 150,000 on last year) be paid to the Board and distributed in accordance with the Board's decision. It is also proposed that the auditor be paid the fees stated in the invoices.

The Company's Audit Committee proposes that the certified auditing company Deloitte & Touche AB be appointed as the Company's auditor with Svante Forsberg as chief auditor.

Shareholders representing more than 25 per cent of the votes and capital have expressed their support for the proposals described in Items 11, 12, 14 and 15.

#### **Item 16**

It is proposed that the Nomination Committee consist of representatives of the four largest shareholders in the Company at the end of the third quarter of 2005.

Two of the Nomination Committee's members may not be members of the Board. The chairman of the Nomination Committee shall be appointed by a member who does not sit on the Board. The Nomination Committee shall be appointed and its composition be made public no later than six months prior to the 2006 AGM. It is not proposed that any fees be paid to the members of the Nomination Committee.

#### **Item 17**

The Board of Directors proposes that the AGM authorise the Directors, for a period ending no later than the next AGM, to acquire shares in the Company on their own behalf and to transfer such shares to other parties.

The shares acquired by the Directors may not exceed 10 per cent of the total number of outstanding shares in the Company at any time. The acquired shares must be purchased on the Stockholm Stock Exchange. Shares transferred by the Directors to other parties may not exceed 10 per cent of the total number of outstanding shares in the Company. Such transfer may be made on the Stockholm Stock Exchange and, in a departure from the preferential rights of shareholders, also to third parties in conjunction with the acquisition of a property or business. Payment for shares transferred in connection with such acquisition may be made in cash, in kind, by offset or in some other form subject to terms and conditions.

The purpose of the authorisation is to create a means of adjusting the Company's capital needs to changing requirements, thereby improving shareholder value, as well as to enable the transfer of shares in conjunction with the funding of acquisitions of properties or businesses by using the Company's shares as payment.

#### **Item 18**

The Board proposes that the AGM decide to offer shareholders the opportunity to purchase or sell the number of shares required to make their shareholdings evenly divisible by 100 free of commission (one round lot = 100 shares). It is proposed that the Board be authorised to decide on the period and precise terms of the offering.

#### **Item 19**

The Board proposes that the AGM approve the sale of the subsidiary company Fabege Facility Management AB, company reg. no. 556312-0194, to the Managing Director and two other employees of the divested company. Wihlborgs Fastigheter AB (publ) acquired Fabege FM AB, a subsidiary of Fabege AB, in 2004. The reason for the sale is that the divested company does not fit in with Wihlborgs' business concept. The business area in the divested company concerned with the management and maintenance of Wihlborgs' own properties was transferred to Wihlborgs before the sale. The sale took place in the first quarter of 2005 and the sale price was approximately SEK 5 million. Fabege FM AB's share of consolidated equity was marginal and had a negative impact on the Group's results in 2004.

#### **Other**

The Annual Report and Audit Report as well as a full description of the Board's proposals on other matters will be available from Wihlborgs' offices at S:t Johannesgatan 2 in Malmö, Sweden and Gustaf de Lavalstorg 8, Nacka, Sweden, from Monday 25 April 2005. Copies of the documents will be sent to shareholders upon request. A postal address must be provided.

#### **AGM programme**

4 p.m. Doors open.

5 p.m. AGM commences.

*After the end of the AGM, those attending will be invited for light refreshments.*

#### **Malmö, April 2005**

Wihlborgs Fastigheter AB (publ)

## **The Board of Directors**