



Fabege AB (publ)

PRESS RELEASE

28 February 2008

Notice of Annual General Meeting in Fabege AB (publ)

Shareholders of Fabege AB (publ) are invited to attend the Company's Annual General Meeting (AGM) to be held at 4 p.m. on Thursday 3 April 2008 in Auditoriet, Moderna museet, Skeppsholmen, Stockholm. Registration for the AGM begins at 3 p.m.

Enrolment

Shareholders who wish to attend the AGM must

- be registered in the share register maintained by VPC AB on Friday 28 March 2008,
- 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 Friday 28 March 2008. Notice of attendance at the AGM may be made in one of the following ways:

- by mail to Fabege AB, "Årsstämman", Box 47022, SE-100 74 Stockholm, Sweden
- by telephone on +46 (0)8 775 01 11
- by fax on +46 (0)8 775 01 95
- at Fabege's website, www.fabege.se

When giving notice of attendance, shareholders must state their name, personal/organisation number, address and telephone number, their shareholding in Fabege and the names of any assistants they wish to invite. 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 reregistered in their own name. Such reregistration must be completed by Friday 28 March 2008. To ensure that this happens, shareholders are advised to contact their nominee to request reregistration well before this date. Participants attending under a power attorney must enclose this document with their notice of attendance.

Proposed agenda

It is proposed that the AGM transact the following business:

1. Open the meeting.
2. Elect a chairman for the AGM.
3. Prepare and approve the list of voters.
4. Approve the agenda.
5. Elect one or two persons to check the minutes.

Fabege is one of Sweden's leading property companies focused on commercial premises and owns properties to a book value of SEK 30.8 billion. The property stock, which is concentrated on the Stockholm region, has a rental value on an annualised basis of SEK 2.5 billion and lettable space of 1.5 million square metres. Fabege shares are listed on the Stockholmsbörsen stock exchange, Large Cap segment.

6. Establish whether the AGM has been duly convened.
7. Listen to a presentation of the Annual Report and Audit Report and the Consolidated Financial Statements and Consolidated Audit Report.
8. Decide on
 - a) the adoption the Profit and Loss Account and Balance Sheet and the Consolidated Profit and Loss Account and Consolidated Balance Sheet,
 - b) the treatment of the Company's profit or loss according to the approved Balance Sheet,
 - c) discharge from liability for the Board of Directors and Chief Executive Officer, and
 - d) a record date for payment of a dividend, in the event that such dividend is approved by the AGM.
9. Decide on a reduction of the share capital through withdrawal of shares owned by the Company and a bonus issue.
10. Decide on the number of Directors and listen to a presentation of the work of the Nomination Committee.
11. Decide on Directors' and auditors' fees.
12. Elect a Board of Directors and Board Chairman.
13. Decide on principles for the appointment of the Nomination Committee.
14. Decide on principles of compensation for Company management.
15. Decide whether to authorise the Board to buy back shares and assign such shares to other parties.
16. Decide on commission-free trading.
17. Transact any other business.
18. Conclude the meeting.

Decisions proposed by the Board

Item 8 b) and d) – Dividend and record date

The Board proposes that the Annual General Meeting decide on a dividend of SEK 4 per share for 2007.

The proposed record date for payment of the dividend is 8 April 2008. If the meeting approves the proposal, it is estimated the dividend will be distributed by VPC AB on 11 April 2008.

Item 9 – Decide on a reduction of the share capital through withdrawal of shares owned by the Company and a bonus issue

The Board proposes that the meeting resolve to reduce the Company's share capital by SEK 260,794,180.50 through the withdrawal of 9,150,673 shares. The purpose of the reduction is to transfer the reduction amount to a fund enabling use of the capital as unrestricted equity. The reduction will be effected through the withdrawal of 9,150,673 shares acquired by the Company on the basis of Board decisions authorised at previous general meetings.

The Board proposes that the AGM decide on a bonus issue in accordance with the following. The bonus issue shall increase the share capital by SEK 270,893,196.80, without the issue of new shares. The purpose of the bonus issue is to restore the share capital after the reduction effected in accordance with the present agenda item, rounded up, to obtain the desired quota value for the Company. The Company's share capital will be increased through a transfer from unrestricted equity.

Item 14 - Principles of compensation and other employment terms for Company management

Company management refers to the Chief Executive Officer and other members of Group management. The entire Board of Directors with the exception of the CEO is responsible for drawing up a draft statement of principles governing compensation and other terms of employment for Company management and for preparing decisions on the CEO's compensation and other terms of employment.

The principles of compensation and other employment terms for Company management proposed by the Board are as follows:

The compensation should be market-based and competitive. Responsibilities and performance that are in the interest of the shareholders should be reflected in the compensation. The fixed salary should be reviewed each year. Fabege has a profit-sharing foundation that covers all employees of the Company. Allocations to the profit-sharing foundation should be based on the achieved return on equity and are subject to a ceiling of one base amount per year per employee. Any compensation in addition to the fixed salary should be subject to a ceiling and related to the fixed salary. Any other benefits should constitute a limited part of the compensation.

The retirement age should be 65. Pension benefits should correspond to the ITP occupational pension plan or be contribution-based with a maximum contribution of 35 per cent of the pensionable salary. Termination salary and severance pay combined must not exceed 24 months.

Item 15 – Acquisition and assignment of shares owned by the Company

The Board proposes that the AGM authorise the Board, for a period ending no later than the next AGM, to buy back shares in the Company and assign such shares to other parties. Share buybacks are subject to a limit of no more than 10 per cent of the total number of outstanding shares at any time. Acquisition must be made by purchase on the Stockholm Stock Exchange. The right to assign shares is subject to a limit of no more than 10 percent of all outstanding shares at any time. Assignment may be made on the Stockholm Stock Exchange and, derogating from the preferential rights of shareholders, to third parties in connection with the acquisition of properties or businesses. Payment for assigned shares may be made in cash, in kind, by offset or in another manner subject to terms and conditions. The authorisation is aimed at enabling the Company to continuously adapt its capital requirements and thereby improve shareholder value, and to assign shares in conjunction with the financing of acquisitions of properties or businesses, by paying with the Company's own shares.

Item 16 – Commission-free trading

For the purpose of achieving an appropriate ownership structure and improving liquidity in the Company's shares, the Board proposes that the AGM approve that the Company's shareholders, if the Board should so decide, be offered to buy or sell free of commission the number of shares required to achieve a shareholding consisting of round lots (one round lot = 100 shares). It is proposed that a decision on the period and precise terms of such offer be left to the discretion of the Board, with the condition that the offer, if implemented, be completed before the 2009 AGM.

Decisions proposed by the Nomination Committee

Items 2, 10, 11, 12, 13 - election of a chairman for the AGM, decisions on the number of Directors etc., and on Directors' and auditors' fees, election of a Board of Directors and Board Chairman, decision on principles for the appointment of the Nomination Committee.

The following persons have been appointed to the Nomination Committee, in accordance with the principles adopted at Fabege's 2007 AGM: Peter Lindh (Maths O Sundqvist), Anders Silverbåge (Brinova Fastigheter AB), Per Ovrén (Investment AB Öresund) and Carl Rosén (Second AP Fund). Anders Silverbåge has served as chairman of the Committee. The four owner representatives together represent 32 per cent of the votes in Fabege.

The Nomination Committee proposes that the 2008 Annual General Meeting decide:

- to elect Erik Paulsson as chairman of the AGM,
- to appoint eight Directors with no deputies,

- to re-elect the Directors Göte Dahlin, Christian Hermelin, Sven-Åke Johansson, Märtha Josefsson, Helen Olausson, Mats Qviberg, Erik Paulsson and Svante Paulsson,
- to re-elect Erik Paulson as Chairman of the Board,
- to approve total Directors' fees of SEK 2,445,000, to be divided as follows: SEK 375,000 to the Chairman of the Board, SEK 185,000 to each non-executive Director, SEK 835,000 to Erik Paulsson as a separate fee for assisting Group management in two projects and SEK 125,000 for work in the Audit Committee,
- to approve the payment of auditors' fees in accordance with the approved invoice(s), and
- that the principles for the appointment of a Nomination Committee for the 2009 AGM remain unchanged, i.e. that a Nomination Committee be appointed no later than six months before the 2009 AGM and consist of representatives for the four largest shareholders.

More information about the proposed Directors is available on the Company's website, www.fabege.se.

Other information

The Company has a total of 178,458,921 shares and votes. The Annual Report, Audit Report and a complete set of proposals for the decisions and a reasoned opinion as required under the Companies Act, including audit statements and power of attorney form, will be available from the Company's office as of 11 March 2008 and sent to shareholders that request this, stating their postal address. The documents will also be made available on the Company's website, www.fabege.se. The statement of the Board of Directors pursuant to Chapter 18, Section 4 of the Companies Act (2005:551) relating to the dividend proposal is included in the Directors' Report. The Company's Annual Report will be distributed in March to shareholders that have requested to receive financial information from the Company.

Holders of convertible bonds (2004/2009 KV 5) must, to be entitled to payment of dividends under Item 8 d above, request conversion of their convertibles no later than 7 March 2008.

Stockholm, February 2008
Fabege AB (publ)
The Board of Directors

Fabege AB (publ) discloses the information in this press release according to the Swedish Securities Markets Act and/or the Swedish Financial Trading Act. The information was submitted for publication at 13.00 CET on 28 February 2008.