

Notice of Annual General Meeting in Fabege AB (publ)

Shareholders of Fabege AB (publ) are hereby notified of the Annual General Meeting (AGM) to be held on Thursday, 29 March, 2012, at 5 pm in Aulan, Norra Latin, Drottninggatan 71 B, Stockholm, Sweden. Registration for the AGM begins at 4.00 pm.

Notice of Participation

Participation in the AGM is limited to shareholders who are both registered in the register of shareholders maintained by Euroclear Sweden AB (formerly VPC AB) on Friday, 23 March, 2012, and who notify Fabege of their intention to attend, and that of any assistant, no later than at 4.00 pm on Friday, 23 March, 2012. Notice of participation at the AGM may be submitted in one of the following ways:

- In writing to Fabege AB (publ), "Fabeges Årsstämma", Box 7839, 103 98 Stockholm, Sweden
- By telephone at +46 8 402 90 68
- Via the Internet at www.fabege.se

When giving notice of participation, the shareholder shall state his or her name, personal ID/corporate registration number, address and telephone number, their shareholding in Fabege and the names of any advisors they wish to attend. Shareholders with shares registered in the name of a trustee must, in order to be entitled to participate in the AGM, temporarily re-register their shares in their own names. Such temporary re-registration must be executed by Friday, 23 March, 2012. To ensure that this is completed in time, shareholders are advised to notify their trustees to request temporary re-registration well in advance of this date. Shareholders who are represented by proxy shall issue a power of attorney to be enclosed with the notice of participation, along with any registration certificates or other proof of authorisation.

Proposed agenda

1. Opening of the Meeting.
2. Election of Chairman for the Meeting.
3. Preparation and approval of voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the Meeting has been duly convened.
7. Presentation of the Annual Report and the Auditors' Report, as well as the Consolidated Financial Statements and the Consolidated Auditor's Report.
8. Resolutions regarding
 - 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 allocation of the Company's profit in accordance with the adopted Balance Sheet,
 - c) discharge from liability of the Board of Directors and the Chief Executive Officer, and
 - d) record date should the Meeting decide on dividend payment.

9. Resolution on the number of Directors and, in this connection, a presentation by the Nominating Committee of its work.
10. Determination of remuneration to the Board of Directors and auditors.
11. Election of Board members and Chairman of the Board.
12. Resolution on guidelines for the procedure for appointing the Nominating Committee.
13. Resolution on principles for remuneration of Company management.
14. Resolution authorising the Board of Directors to acquire own shares and transfer such treasury shares to other parties.
15. Other items.
16. Closing of the meeting.

The Board of Directors' motions

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

The Board of Directors proposes that the AGM decide to approve a dividend of SEK 3 per share for 2011.

The proposed record date for payment of the dividend is 3 April 2012. Should the shareholders attending the AGM approve the said motion, the dividend is scheduled to be distributed by Euroclear Sweden AB on 10 April 2012.

Item 13 – Principles for remuneration of company management

Company management is defined as the Chief Executive Officer and other senior executives. All members of the Board with the exception of the CEO are responsible for preparing a draft statement of principles governing remuneration and other terms of employment for company management, and for preparing decisions on the CEO's remuneration and other terms of employment.

The Board's motions concerning principles for remuneration and other terms of employment for management are as follows:

Remuneration should be market-based and competitive, and reflect responsibilities and performance that are in the interest of the shareholders. Fixed salary should be reviewed annually. In addition to fixed salary, remuneration may be paid for target-related performance. Such remuneration shall depend on the extent to which pre-defined targets have been achieved within the framework of the company's activities. The targets comprise financial as well as non-financial criteria. Any remuneration in addition to the fixed salary shall be subject to a ceiling and related to the fixed salary. Variable remuneration is limited to a maximum of three (3) monthly salaries. In the event of full target achievement, the variable remuneration paid to management may not exceed a total annual cost for the company of SEK 2.1m (excluding social security contributions), based on the current number of senior executives. Any other benefits shall constitute only a limited part of the total remuneration.

The company has a profit-sharing fund covering all employees of the company. Allocations to the profit-sharing fund should be based on the achieved return on equity and be subject to a ceiling of one (1) base amount per year per employee.

The retirement age is 65. Pension benefits should be equivalent to the ITP supplementary pension plan for salaried employees in industry and commerce, or be contribution-based with a maximum contribution of 35 per cent of pensionable salary. Termination salary and severance pay must not exceed 24 months in total.

Item 14 – Authorisation for the acquisition and transfer of treasury shares

The Board of Directors proposes that the Meeting authorize the Board, for a period ending no later than at the next AGM, to acquire shares in the company and transfer these shares to other parties. Share buybacks are subject to a limit of 10 per cent of the total number of shares outstanding at any time. Acquisitions may be effected on the Stockholm Exchange at a price per share that is within the registered span of share prices at the particular time. All of the treasury shares held by the company at the time of the Board of Directors' decision may be transferred. The shares may be transferred either on the Stockholm Exchange or in another manner, disapplying the shareholders' preferential rights, at a price per share that is within the registered span of share prices at the particular time. Payment for transferred shares may take the form of cash, cash in kind, the offsetting of debt or otherwise be subject to terms and conditions. The reason for the authorisation is to be able to continuously adjust the company's capital requirements and thus contribute to increasing shareholder value and, in connection with the financing of any property or company acquisitions, to be able to use treasury shares as means of payment.

Resolutions proposed by the Nominating Committee

Items 2, 9, 10, 11, 12 - Election of Chairman for the AGM, resolutions on the number of Directors etc. and on the remuneration of Directors and auditors, the election of a Board of Directors and Chairman of the Board, resolution on guidelines for appointing the Nominating Committee.

The following persons have been appointed to the Nominating Committee: Bo Forsén (Brinova Fastigheter AB), Fredrik Grevelius (Investment AB Öresund), Eva Gottfridsdotter-Nilsson (Länsförsäkringar fondförvaltning) samt Anders Rydin (SEB fonder). Bo Forsén has served as the Committee's chairman. The four owner representatives jointly represent about 27,5 per cent of the votes in Fabege, 31 January 2012.

The Nominating Committee proposes that the 2012 Annual General Meeting resolve:

- to elect Erik Paulsson as chairman of the AGM,
- to appoint eight Directors with no deputies,
- to re-elect the Directors Oscar Engelbert, Eva Eriksson, Christian Hermelin, Märtha Josefsson, Pär Nuder, Mats Qviberg, Erik Paulsson and Svante Paulsson,
- to re-elect Erik Paulson as Chairman of the Board,
- to approve the payment of Director fees in a total amount of SEK 2,555,000 to be divided as follows: SEK 400,000 to the Chairman of the Board, SEK 200,000 to each non-executive Director, SEK 835,000 to Erik Paulsson as a separate fee for assisting Group management on important projects until the AGM 2013 and SEK 120,000 for work in the Audit Committee,
- to approve the payment of auditors' fees in accordance with the approved invoices.
- That the appearance of the Nominating Committee prior to the 2013 AGM be based on unchanged principles, meaning that a Nominating Committee be appointed no later than six months before the 2013 AGM, at which representatives of the four largest shareholders will primarily being offered membership.

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

Shareholders' entitlement to request information

Shareholders are entitled to request information concerning conditions that could impact on assessments of an item on the agenda and conditions that could impact on assessments of the company's financial position. The Board of Directors and the CEO must disclose such information assuming that the Board is of the opinion that this is possible without it causing material damage to the company. The disclosure obligation also applies to the company's relationships with other Group companies, the consolidated financial statements and such conditions described above that concern subsidiaries.

Other information

At the time of issuing this AGM notice, there were 165,391,572 shares and votes in the company. Of these, 3,166,488 are treasury shares owned by the company, which cannot be represented at the AGM. The Annual Report, Audit Report and a complete set of proposals for the resolutions and a reasoned opinion pursuant to the Companies Act, including audit statements and power of attorney forms, will be available from the company's office no later than 7 March 2012, and sent to shareholders that have requested this, stating their postal address. The documents will also be made available on the company's website, www.fabege.se. The Board of Directors' statement 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 those shareholders who have stated that they wish to receive financial information from the Company.

Stockholm, February 2012
Fabege AB (publ)
Board of Directors