

Notice of the Annual General Meeting for Platzer Fastigheter Holding AB (publ)

The shareholders in Platzer Fastigheter Holding AB (publ), corporate identity no. 556746-6437, are invited to attend the Annual General Meeting on Tuesday, 28 April 2015, 3 pm, at Auktionsverket Kulturarena, Tredje Långgatan 9 in Gothenburg. Admission to the Annual General Meeting is from 2 pm, when coffee will be served.

Registration etc.

Platzer Fastigheter Holding AB (publ) holds its Annual General Meeting 28 April 2015, 3 pm, at Auktionsverket Kulturarena, Tredje Långgatan 9 in Gothenburg. Admission to the Annual General Meeting is from 2 pm, when coffee will be served.

RIGHT TO PARTICIPATE REGISTRATION

You have the right to attend the Annual General Meeting of Platzer Fastigheter Holding AB, if you are registered as a shareholder in the share register kept by Euroclear on 22 April 2015 and have registered your attendance with the company by no later than 22 April 2015, preferably before 4 pm. Registration is to be sent by post to Platzer Fastigheter Holding AB, attention: Agneta Timhagen Meier, Box 211, 401 23 Gothenburg, or by telephone +46 (0) 31 – 63 12 00 or by e-mail agneta.meier@platzer.se, or via the company's website, platzer.se. The registration should include the shareholder's name, personal identity number / corporate identity number, address and telephone number as well as shareholding and the name of any accompanying assistant(s) (no more than two).

Shareholders who have chosen to register their shares in the name of an authorised agent must temporarily register their shares in their own name with Euroclear Sweden AB, so they are registered in the share register by no later than 22 April 2015, in order to participate at the Annual General Meeting. Such registration can be temporary.

Shareholders who are represented by a proxy must issue a written, dated power of attorney for the proxy. Forms for the power of attorney are available on the company's website platzer.se. If the power of attorney is issued by a legal entity, a certified copy of the certificate of incorporation or equivalent qualification document is also required. The power of attorney, certificate of incorporation and other qualification document must be available at the meeting and, to facilitate admission to the meeting, should be sent to the company at the address given above by no later than 22 April 2015. The power of attorney must not be older than one year unless it states that it is valid for a longer time, however, no more than five years.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of the Chair of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda

5. Election of two people to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of
 - (i) the annual report and consolidated accounts and the auditor's report concerning the parent company and the Group
 - (ii) the Board's proposal for dividend and explanatory statement
8. Address by the Chief Executive Officer
9. Resolution to adopt the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
10. Resolution on allocation of the Company's profit in accordance with the duly adopted balance sheet and the record day
11. Resolution to discharge the members of the Board of Directors and the CEO from liability
12. Resolution on the number of Board members and, following that, the Nomination Committee's report on its work
13. Resolution on fees for the Board of Directors and auditor
14. Election of Board members and Chair of the Board of Directors
15. Resolution on principles for appointment of the Nomination Committee
16. Resolution on the Board's proposal for guidelines for remuneration of senior executives
17. Resolution on authorisation of the Board of Directors to decide on the issue of new shares
18. Resolution on establishing a long-term incentive programme as well as changes in the Articles of Association
19. Resolution on authorisation of the Board of Directors or the CEO to make minor adjustments to the decisions
20. Closure of the meeting

DRAFT RESOLUTIONS

Chair of the Meeting, resolution on the number of Board members, fees for the Board of Directors and auditor, election of Board members and Chair of the Board of Directors as well as resolution on principles for appointment of the Nomination Committee.

According to the principles adopted at the Annual General Meeting, 24 April 2014, the Nomination Committee consists of Fabian Hielte (Chair of the Board of Directors), Magnus Swärd (Backahill AB), Anders Tykeson (Länsförsäkringar Göteborg och Bohuslän) and Staffan Ingeborn (Ernström & C:o AB), who is the Chair of the Nomination Committee. The three largest shareholders, who are represented in the Nomination Committee, together hold 78.7 percent of the votes and 38.4 percent of the capital. The Nomination Committee proposes the following.

Item 2 the meeting elects Olof Jisland as Chair of the Meeting

- Item 12 the Board shall consist of six ordinary members without deputy members.
- Item 13 the Board fees shall be unchanged per member, i.e. a total of SEK 875,000 allocated as SEK 250,000 to the Chair of the Board of Directors and SEK 125,000 to each of the other members.
- the fee to the auditor be paid according to approved invoice.
- Item 14 the re-election of the members of the Board of Directors of Eva Persson, Fabian Hielte, Anders Jarl and Lena Apler. Ingemar Larsson has declined re-election. Furthermore, it is proposed that Ricard Robbstål and Cecilia Marlow be elected as new members.
- Ricard Robbstål, born 1971, is CEO for Länsförsäkringar Göteborg och Bohuslän. Ricard has a qualification in Marketing and Business Management from the IHM Business School and he has studied Behavioural Science and Psychology as well as an E-MBA from the Harvard Business School. Ricard is the Chair of the Board for Länsförsäkringar Fastighetsförmedling AB as well as a Board member for Länsförsäkringar Sak and Agria AB. His previous experience includes being the CEO for Göteborgs-Posten. Ricard holds no shares in Platzer.
- Cecilia Marlow, born 1960, is a Master of Business Administration, Stockholm School of Economics. At the present, Cecilia is Chair of the Board for Kivra, as well as Board member for Clas Ohlson, Nordea Fonder and Forex Bank. Previous positions include CEO in NK, Polarn O.Pyret and Kronans Droghandel Apotek. Cecilia holds no shares in Platzer.
- Fabian Hielte is proposed for re-election as Chair of the Board of Directors.

Auditor:

Registered public accounting firm PwC was elected at the 2012 Annual General Meeting until the 2016 Annual General Meeting, with Håkan Jarkvist as the auditor in charge. When Håkan Jarkvist retires during 2015, Bengt Kron will become the new auditor in charge.

Nomination Committee:

The Nomination Committee is appointed annually and must consist of the Chair of the Board of Directors and a representative of each of the three largest shareholders in terms of votes at the end of the third quarter. The Chair of the Board of Directors shall convene the first meeting of the Nomination Committee. The names of the persons who will form the Nomination Committee must be published on the company's website no later than six months prior to the next Annual General Meeting. If any of the three biggest shareholders in terms of votes refrains from appointing a representative to the Nomination Committee, this right accrues to the next largest shareholder in terms of votes. If a member's link to the shareholder that nominated the member ends or if a member leaves the Nomination Committee for any other reason, the shareholder that nominated the member has the right to replace the member on the Nomination Committee. If any shareholder that appointed a member to the Nomination Committee disposes of a major part of its shares in the company before the work of the Nomination Committee has been completed, the member appointed by this shareholder, if the Nomination Committee so decides, shall resign and be replaced by a new member appointed by the largest shareholder in terms of votes that is not represented on the Nomination Committee. The Nomination Committee appoints a Chair from among its members. A member of the Board of Directors cannot be the Chair of the Nomination Committee. The Nomination Committee must prepare proposals for presentation to the 2016 Annual General Meeting for resolutions on the Chair of the Meeting, Board fees, auditor fees, the Board of Directors, the Chair of the Board of Directors and the Nomination Committee for the 2017 Annual General Meeting.

Dividend and record day (item 10 on the agenda)

The Board of Directors and the CEO propose that a dividend of SEK 0.75 per share be paid. 30 April 2015 is proposed as the record day for the dividend. Provided the Annual General Meeting resolves in favour of this proposal it is estimated that the dividend will be distributed by Euroclear Sweden AB on 06 May 2015.

Guidelines for remuneration of senior executives (item 16 on the agenda)

The Board of Directors proposes that the Meeting pass a resolution on the following guidelines. Remuneration and other terms of employment for the company's management group shall be at market level and competitive and be based on each employee's responsibilities and performance. Remuneration is paid as a fixed salary to all members of the management group. Pension terms must be at market level and be based on defined contribution pension solutions or the ITP plan. In addition to the fixed salary, variable pay shall also be possible, which shall then reward predefined, measurable performance. Such variable pay must not exceed the equivalent of three months' salary and, for the CEO, six months' salary. Long-term, variable pay programmes shall be share-related and based on performance as well as, when promised, based on a maximum of one year's salary. Termination of employment by the company shall be subject to no more than 12 months' notice. Severance pay, including salary during the period of notice, may not exceed 12 months' salary. The Board of Directors is entitled to depart from the guidelines if there are particular reasons to do so in an individual case.

Authorisation for the Board of Directors to decide on a new share issue (item 17 on the agenda)

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide, by no later than the time of the next Annual General Meeting, on one or more occasions and with or without a preferential right for the shareholders, on a new issue of class B shares for a total value of no more than 10 percent of the share capital. The share issue may be made as a cash, non-cash or offset issue. Shares may only be issued at market price. The reason for the departure from the preferential right for the shareholders is that the company, in the case of property transactions, may need prompt access to capital or, alternatively, need to pay with the company's shares. Furthermore, it is proposed that the meeting authorise the Board of Directors and the CEO to make any minor adjustments to this resolution and take any action that may be necessary in connection with registration.

Please note that authorisation is subject to shareholders with at least two thirds of both the votes cast and the shares represented at the meeting voting for the resolution.

Resolution on (A) establishing a long-term incentive programme, and (B) hedge measures for the programme (item 18 on the agenda)

Background

The Board of Directors of Platzer Fastigheter Holding AB (publ) (the "Company") propose that the Annual General Meeting 2015 resolve on the introduction of a long-term incentive programme (the "Programme"). The proposed programme provides the members of the Group's management group the option to participate.

The overriding aim of the programme is to create a personal owner commitment among the participants, which may be expected to stimulate an increased interest in the business and the

profit trend. The programme is one part of a total, competitive, remuneration package. For this reason, the Board of Directors deem the offer is beneficial for the Company and its shareowners.

A. Introduction of the programme

The Board of Directors proposes that the Annual General Meeting 2015 resolves to introduce the Programme in accordance with the main terms and principles stated below.

- It is proposed to direct the programme to 8 senior executives in the Platzer Fastigheter Holding Group. The participants comprise the Group's management group.
- The programme involves the participants investing in class B shares in the Company ("Savings Shares"). The investment shall correspond to two months' salary at 2015's salary level. Investments in Savings Shares shall take place by the participants' acquiring shares on the market during the defined investment period.
- For each Savings Share, the participants have the option to obtain additional class B shares ("Performance Shares") free of charge. The allocation is conditional on attaining the performance targets set by the Board of Directors. For allocation of Performance Shares, it is necessary that the net asset value level per share as at 31 December 2017, as defined by the Board of Directors, be attained. On attaining the lowest set level, 2 Performance Shares are obtained per Savings Share, for the highest set level, 4 Performance Shares are obtained per Savings Share.

The general terms are as follows:

- The participant must acquire the Savings Shares prior to the start of the lock-in period.
- Performance shares are only allocated after the expiry of the lock-in period.
- One condition for it to be possible to allocate Performance Shares to a participant is that, with certain defined exemptions, the participant has been employed in the Platzer Fastigheter Holding Group during the entire lock-in period as well as that the participant during the lock-in period has kept the Savings Shares that were acquired. Savings Shares that are disposed of prior to the expiry of the lock-in period will not form the basis for any allocation of Performance Shares. In addition to this, for the allocation of Performance Shares, it is a requirement that the set performance target be met.
- If, in the assessment of the Board of Directors, the conditions for the allocation of Performance Shares are no longer reasonable, the Board of Directors shall have the right to make adjustments to the Programme.
- The programme shall include no more than 250,000 class B shares, wherein 200,000 constitute Performance Shares and the remaining 50,000 are intended for hedging social security contributions.

- The number of Performance Shares shall be recalculated in the event of any script issue, split, preferential rights issue or other similar events taking place in the Company during the lock-in period.

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Costs for the programme

Costs for the programme are both costs according to IFRS 2 and costs for social security contributions. The cost for IFRS 2 is reported on a straight-line basis over the vesting period and deferred social security contributions are assessed at each balance-sheet date.

The costs have been estimated on the following assumptions: A share price of SEK 37.5 on the investment date, that 8 participants are included and that all Savings Shares remain at the end of the programme as well as that a full allocation of Performance Shares is made. Share price at the end of the Programme is assumed to be SEK 45. With the above assumptions, the cost for the programme according to IFRS 2 is approx. SEK 7.5 million and for social security contributions approx. SEK 2.8 million.

Dilution

With the maximum allocation of Matching and Performance Shares and including a further 50,000 shares for cash flow hedging of social security contributions, the number of shares in the programme is 250,000, which is equivalent to approx. 0.3% of the share capital and 0.1% of the votes.

Hedging measures

The Board of Directors proposes that the Annual General Meeting, as a main alternative, resolves on a targeted issue of new redeemable and convertible C class shares and authorise the Board to decide on the buyback of all class C shares issued. After conversion, it is intended to assign the shares to participants in the Programme and also on a regulated market in order to cash flow hedge certain payments related to the Programme.

The detailed terms for the Board of Directors' main alternative are set out in item B1. below.

In the event that the majority required for item B1 cannot be obtained, the Board of Directors proposes that the Company shall be able to enter into share swap agreements with third parties according to item B2.

B. Hedging measures arising from the programme

B.1 (i) Amendment of the Company's Articles of Association to enable the issue of redeemable and convertible C class shares, (ii) targeted issue of C shares, (iii) authorisation for the Board of Directors to buyback the company's own C shares as well as (iv) assign class B shares to participants in the Programme.

(i) Resolution on amendment of the Articles of Association

The Board of Directors proposes that the Annual General Meeting resolves to amend the Articles of Association in such a way that the Articles of Association have the wording according to [appendix 1](#). The purpose of the amendment is to create the conditions for issuing a new type of share, C shares.

The Board of Director's proposal for amendment to the Articles of Association is conditional on the General Meeting resolving to adopt the programme according to A above, the targeted issue of C shares according to B1 (ii) below, to authorise the Board of Directors to buyback the issued C shares according to B1 (iii) as well as to assign the company's own shares according to B1 (iv).

(ii) Resolution on targeted issue of redeemable and convertible C shares

The Board of Directors proposes that the Annual General Meeting resolves on a targeted new issue totalling 250,000 C shares. The purpose is to guarantee that the Company has the capacity to supply shares to the participants in the Programme.

The following conditions shall apply for the issue.

- The Company's share capital shall increase by no more than SEK 25,000 through the issue of no more than 250,000 class C shares.
- It shall only be possible, departing from the preferential right of the shareholders, for parties who have been agreed in advance to subscribe for the new shares. Shares that are not subscribed with preferential right shall not be issued, i.e. there shall be no subsidiary subscription right.
- The sum to be paid for each new share shall be SEK 0.1, equivalent to the share's quota value on the subscription date.
- The new shares shall be subscribed during the period 15 May - 15 September 2015, with the right for the Board of Directors to prolong the subscription period.
- The shares shall be paid for when subscribing for the shares.
- The new shares shall entitle to dividend with effect from the record date for dividends that falls after they are registered in the share register kept by Euroclear.
- The new shares are covered by restrictions pursuant to chapter 4, section 6 and chapter 20, section 31 of the Swedish Companies Act (2005:551), i.e. the shares can be converted to class B shares and redeemed in connection with a reduction of the share capital.

The basis for the subscription price is the share's quota value. It is proposed that the subscription price be equal to the quota price to limit the company's costs on a future buyback of the issued shares, see further under B1 (iii) below.

The Board of Director's proposal for a targeted issue of C shares pursuant to this item is conditional on the General Meeting resolving to adopt the programme according to A above, amendment of the Articles of Association according to B1 (i) above, to authorise the Board of Directors to buyback the issued C shares according to B1 (iii) as well as to assign the company's own shares according to B1 (iv).

(iii) Authorisation for the Board of Directors to decide upon the buyback of issued redeemable and convertible C shares

- Buyback may be performed by means of an acquisition offer that is targeted at all owners of C shares in the Company.
- The authorisation may be used on one or more occasion until the 2016 Annual general meeting.

- The number of C shares that may be bought back may amount to no more than 250,000.
- Buyback shall be at a price per share that is no lower than 100% and no more than 105% of the quota value that applies at the time for the share subscription according to B1 (ii).
- Payment shall be in cash.
- The Board of Directors has the right to establish other terms for the buyback.

The buyback of shares is an integral part of the Programme's hedging measures. The aim is for the shares bought back to be converted into ordinary class B shares, which thereafter shall be used to discharge the Company's supply commitment within the framework for the Programme.

The Board of Director's proposal for authorising the Board of Directors to buyback the C shares issued pursuant to this item is conditional on the General Meeting resolving to adopt the programme according to A above, amendment of the Articles of Association according to B1 (i) above, on a targeted issue of C shares according to B1 (ii) above as well as to assign the company's own shares according to B1 (iv).

(iv) Resolution on assigning the company's own shares

The Board of Directors proposes that the Annual General Meeting resolve that the company shall assign its own shares in accordance with the following.

The Company shall have the right, departing from the preferential right of shareholders, to assign the number of class B shares the Company is obliged to issue in accordance with the terms of the Programme, no more than 250,000 shares. The right to acquire shares shall belong to participants in the Programme, who have the right to obtain shares according to the terms of the Programme. Assignment of shares to the participants in the Programme shall be free of charge and executed at the time pursuant to the terms of the Programme, i.e. in the normal case, after 15 May 2018 and before the expiry of the second quarter, 2018.

The Board of Directors consider it to be beneficial for the company and its shareholders for employees to be shareholders in the company. For this reason, it is important that it be possible to implement the Programme. The assignment of the shares to the employees comprises one part in the implementation of the Programme and it is happening with the purpose of discharging the company's supply obligation respecting participants who are entitled to shares in accordance with the terms for the Programme.

The Board of Director's proposal for a resolution on the assignment of the company's own shares is conditional on the General Meeting resolving to adopt the programme according to A above, amendment of the Articles of Association according to B1 (i) above, on an issue of C shares according to B1 (ii) above as well as authorisation for the Board of Directors to buyback the C shares issued according to B1 (iii) above.

B.2 Share swap agreements with third party

The Board of Directors, in the event the necessary majority is not obtained for item B1, proposes that the Annual General Meeting resolves to hedge the financial exposure, which is expected to be associated with the Programme, by it being possible for the Company to enter into share swap agreements on commercial terms with third parties, whereby the third party in its own name shall be able, and obliged to, acquire and assign class B shares to the participants in the Programme to discharge the Company's supply commitment and in accordance with the instructions provided by the Company.

Terms and Conditions

The Board of Directors' proposal for a resolution on the introduction of the Programme according to A is conditional, furthermore, on the meeting resolving in accordance with B1 or B2.

Majority rules

The meeting's resolution according to item A above requires a majority of more than half the votes present at the meeting. Since the Board of Directors' proposal is conditional, furthermore, on the meeting also resolving in accordance with B1 or B2, the meeting's resolution in reality requires a majority of at least 9/10 of both the votes cast and the shares represented at the meeting. For a resolution according to B1, at least 9/10ths of the votes cast is required. A resolution according to B2 is not formally covered by the rules in chapter 16 of the Swedish Companies Act, but, in the opinion of the Board of Directors, the majority requirement set therein should be applied even so, since the Company otherwise risks acting in conflict with good practise in the stock market by evading the regulations in chapter 16 of the Swedish Companies Act.

The reason for departing from the preferential right of shareholders

The departure from the preferential right of shareholder on a resolution according to B1 is necessary to implement the Programme. For the reasons given under the heading Background above, the Board of Directors consider it to be beneficial for the Company and the shareholders to offer shares in the Company to the participants.

Previous incentive programme

The Company does not have any preceding share related incentive programme.

Authorisation for the CEO

The Board of Directors proposes that the CEO be authorised to make such minor adjustments to foregoing resolution in section B above as may be required for registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Appendices

- Proposal for amendment to the Articles of Association, appendix 1
- The Board of Directors' statement pursuant to chapter 19, section 22 of the Swedish Companies Act arising for the proposal on the acquisition of the company's own shares according to B1 (iii).

NUMBER OF SHARES AND VOTES

The total number of shares and votes in the company at the time this notice was issued was as follows:

The total number of shares in the company is 95,747,434, of which 20,000,000 are A shares and 75,747,434 B shares.

One A share has 10 votes. One B share has one vote.

The total number of votes is 275,747,434.

DOCUMENTS

The Annual Report, Auditor's Report and Board of Directors' explanatory statement pursuant to chapter 18, section 4, of the Swedish Companies Act and the auditor's opinion pursuant to chapter 8, section 54 of the Swedish Companies Act are available at the company to the shareholders three weeks before the meeting. The documents are then also published on the company's website, platzer.se.

The documents are also sent to the shareholders who request them, and have given their postal address.

INFORMATION AT THE MEETING

The shareholders are entitled to certain information at the meeting. The Board of Directors and the CEO, if any shareholder so requests and the Board of Directors consider that it will not cause material harm to the company, shall disclose information on matters that may affect the assessment of an item on the agenda, matters that may affect the assessment of the company's or a subsidiary's financial situation or the company's relations with other Group companies.

Anyone wishing to submit questions in advance may do so to Platzer Fastigheter Holding AB, attention: Agneta Timhagen Meier, Box 211, 401 23 Gothenburg or e-mail: agneta.meier@platzer.se

Gothenburg March 2015

Platzer Fastigheter Holding AB (publ)

The Board of Directors