

# HUFVUDSTADEN

## Convening notice

### for Annual General Meeting in Hufvudstaden AB (publ) /Org. Reg. No 556012-8240/

Shareholders in Hufvudstaden AB (publ) are hereby summoned to an Annual General Meeting, which will take place at 4 pm on Thursday, March 25, 2010 at the Grand Hôtel, Vinterträdgården, Stockholm. The entrance is on the corner of Stallgatan and Blasieholmsgatan. The doors will open at 3 pm.

#### Matters to be dealt with at the meeting/Proposed agenda

1. Opening of the meeting.
2. Election of Chairman for the meeting.
3. Drafting and approval of the voting list.
4. Election of one or two persons to verify the minutes.
5. Approval of the agenda.
6. Examination of whether the meeting has been duly convened.
7. President's speech.
8. Presentation of the Annual Report and the Auditors' Report as well as the consolidated accounts and Auditors' Report for the Group.
9. Decision regarding adoption of the Income Statement and Balance Sheet as well as the Consolidated Income Statement and Consolidated Balance Sheet included in the Annual Report.
10. Decision regarding appropriation of the Company's profit or loss according to the adopted Balance Sheet.
11. Decision regarding discharge from liability for the members of the Board and the President.
12. Determination of the number of Board members.
13. Determination of remuneration for the Board members and the auditors.
14. Presentation by the Chairman of the positions held by the proposed Board members in other companies and election of the Board for the period up to the end of the next Annual General Meeting.
15. Decision regarding guidelines for remuneration to senior executives.
16. Decision regarding authorization of the Board to acquire and transfer shares in the Company.
17. Closing of the meeting.

#### Dividend

The Board of Directors proposes an ordinary dividend of SEK 2.10 per share. The Board proposes that the record date be March 30, 2010. If the proposal is approved at the meeting, it is estimated that the dividend will be distributed, through Euroclear Sweden AB (the Swedish Central Securities Depository), on April 6, 2010.

#### Determination of Board remuneration

Remuneration to the Board of SEK 1,575,000 is proposed, of which SEK 350,000 is to the Chairman of the Board and SEK 175,000 to each of the other Board members, apart from the President Ivo Stopner.

It is proposed that a fee be paid to the auditors for time worked as billed for the examination of the financial statements, the company management and the group audit.

### **Election of Chairman for the Annual General Meeting and the election of the Chairman of the Board and Board members**

It is proposed that Fredrik Lundberg be elected to chair the Annual General Meeting.

It is proposed that the Board comprises nine ordinary members. It will be proposed that the following members be re-elected: Claes Boustedt, Bengt Braun, Peter Egardt, Louise Lindh, Fredrik Lundberg, Hans Mertzig, Sten Peterson, Anna-Greta Sjöberg and Ivo Stopner.

It is also proposed that Fredrik Lundberg be elected as Chairman of the Board.

The proposals regarding the Chairman of the Annual General Meeting, the Chairman of the Board, Board members and remuneration to the Board and the auditors are supported by shareholders representing more than 50 per cent of the number of shares and votes.

### **Proposal by the Board for guidelines regarding remuneration to senior executives**

The Board proposes that the principles for remuneration to Group management and senior executives shall comprise salaries set on market terms as well as a limited profit-related bonus programme, applied in the same manner as previously. The proposal implies a payment level that in principle concurs with the previous year. No share-related incentive schemes are proposed.

### **Proposal by the Board to authorize the Board to acquire and transfer shares in the Company**

The Board has decided to propose the Annual General Meeting on March 25, 2010 that the Board be granted authorization for the period up to the next Annual General Meeting to acquire shares in the Company. Acquisition shall take place on the NASDAQ OMX Stockholm within the registered price range on each occasion between the highest bid price and the lowest selling price and subject to the provision that the Company's holding of its own shares shall at no time exceed 10 per cent of the total number of shares in the Company, and that an acquisition may not take place to such an amount that the equity ratio, following the acquisition, falls below the Group's target of 40 per cent. The aim of the authorization is to allow the Board the opportunity to adjust the capital structure and in doing so create increased value for the Company's shareholders.

The Board also proposes that the Board be granted authorization by the Annual General Meeting for the period up to the next Annual General Meeting to dispose of the Company's own shares in a manner other than through the NASDAQ OMX Stockholm as payment for or to finance the acquisition of a company or a property and thus, deviating from the shareholders' priority right, transfer shares to a certain person as payment for such an acquisition. The authorization may be exercised on one or more occasions and covers all the shares in the Company held by the Company at each given time. Applicable rules stipulated in the Swedish Companies Act shall be observed.

In order for a resolution in accordance with what is set forth above to be valid, the resolution must be accepted by shareholders holding no less than two thirds of the votes cast as well as the shares represented at the General Meeting.

### **Notification**

Shareholders who wish to attend the Annual General Meeting

- must be registered in the shareholders' register kept by Euroclear Sweden AB by March 19, 2010, whereupon shareholders who have their shares under management must temporarily re-register their shares with Euroclear Sweden in their own name to be entitled to attend the meeting. Registration must be completed by March 19, 2010.
  
- must notify the Company, address Hufvudstaden AB (publ), NK 100, SE-111 77 Stockholm, or by telephone on +46 8-762 90 00 or fax on +46 8-762 90 01 or e-mail at [anm@hufvudstaden.se](mailto:anm@hufvudstaden.se) no later than March 19, 2010, preferably before 4 pm. Notification should include the name, civic registration number or company registration number, daytime telephone number and the names of any representatives. If participation is by virtue of a proxy, the proxy should be sent in and be received by the Company before the meeting. Proxies, which should be originals, certificates of registration and other authorization documents, must be available at the meeting and should be sent to the company in advance to facilitate admission. No entry cards to the Annual General Meeting will be sent out.

**Proxy at the Annual General Meeting**

A shareholder who wishes to issue a proxy to a person to represent him at the Annual General Meeting can, on request, receive a proxy form from the Company. The form is also available on the Company's website [www.hufvudstaden.se](http://www.hufvudstaden.se).

**Total number of shares**

Five days prior to the Annual General Meeting a total of 211,271,933 shares had been issued by the Company, of which 202,996,869 were Series A shares and 8,275,064 Series C shares. A total of 5,006,000 Series A shares were held by the Company and are thus not represented at the Meeting. The total number of votes in the Company at the aforementioned time is thus 1,025,497,269.

**Available documents**

The Annual Report, Auditors' Report plus the Auditor's statement whether guidelines for remuneration to senior executives have been followed, and the Board's proposal for a dividend plus the Board's reasoned statement therefore, the Board's proposal for guidelines regarding remuneration to senior executives and the Board's proposal for authorization to acquire and transfer shares in the Company, together with a reasoned statement therefore, is available at the Company and on the Company's website from March 11, 2010, at the latest. The documents are sent to shareholders on request and will be presented at the Annual General Meeting.

Stockholm, in February 2010  
Hufvudstaden AB (publ)  
Board of Directors