

## Extraordinary General Meeting ("EGM") of Diös Fastigheter AB (publ) on 21 December 2016

### The Board's full proposal

#### Item 7 — Resolution to amend the Articles of Association

For the purpose of enabling future new issues of shares in the company, the Board proposes that the EGM resolve to amend the Articles of Association to the effect that the limits for the company's share capital are amended from a minimum of SEK 74,000,000 and a maximum of SEK 296,000,000 to a minimum of SEK 149,000,000 and a maximum of SEK 596,000,000, and to amend the limits for the number of shares in the company from not less than 37,000,000 and not more than 148,000,000 to not less than 74,000,000 shares and not more than 296,000,000. Thereafter, Paragraph 4 of the Articles of Association will have the following wording:

*"The share capital shall be not less than SEK 149,000,000 and not more than SEK 596,000,000. The number of shares shall be not less than 74,000,000 and not more than 296,000,000."*

The board, or the party appointed by the board, is authorised to make the minor adjustments arising from the EGM's resolution and that could prove necessary in connection with registration with the Swedish Companies Registration Office.

A resolution of the EGM adopting the Board's proposal under this Item 7 requires the approval of shareholders representing not less than two thirds of the votes cast and represented at the meeting.

#### Item 8 — Resolution on the new issue of shares with preferential rights for existing shareholders

The Board proposes that the EGM resolve to increase the company's share capital through the new issue of shares with preferential rights for existing shareholders subject to the following terms and conditions ("Rights Issue").

1. The board, or the party appointed from among board members by the board, is authorised, not later than five weekdays prior to the record date, to decide on the amount to increase the company's share capital, the maximum number of shares to be issued under the Rights Issue, the number of existing shares that will entitle to subscription for a specific number of new shares and the subscription price to be paid for each new share.
2. Rights to subscribe for new shares under the preferential rights accrue to those shareholders registered as shareholders on the record date for the rights issue. Each shareholder has preferential rights to subscribe for new shares pro rata to the existing number of shares owned. It is also possible to subscribe for shares without subscription rights. In the event that all shares are not subscribed for with subscription rights, the board will decide on the allotment of shares subscribed for without subscription rights.
3. In the event that all shares are not subscribed for with subscription rights, then within the scope of the maximum amount for the issue, the board will decide on the allotment of shares subscribed for without subscription rights as follows.

- Firstly, to parties that have subscribed for shares with subscription rights, irrespective of whether or not these parties are shareholders on the record date. If it is not possible to implement full allotment on this basis, the shares will be allotted pro rata to the number of subscription rights that each of the parties has exercised and, insofar as this is not possible, by lottery.
  - Secondly, to parties that have subscribed for shares under the Rights Issue without subscription rights. If it is not possible to implement full allotment on this basis, the shares will be allotted pro rata to the number of shares subscribed for and, insofar as this is not possible, by lottery.
  - Lastly, to Swedbank AB (publ) and Nordea Bank AB (publ) in their capacity as underwriters, and allotment will be pro rata to their commitments pursuant to the underwriting agreement and, insofar as this is not possible, by lottery.
4. The record date for participating in the Rights Issue is Wednesday, 4 January 2017.
  5. Subscription for the new shares will take place during the period from and including 9 January 2017 up to and including 23 January 2017 and, as regards the underwriters' subscription for shares under the underwriting agreement, at the latest on 27 January 2017. Subscribing for shares with preferential rights (that is, exercising the subscription rights) is to be carried out concurrently with payment. Subscribing for shares without preferential rights (that is, without exercising the subscription rights) is to be carried out according to the subscription list. The board has the right to extend the subscription period.
  6. Shares subscribed for without subscription rights must be paid for not later than two days following notice of allotment according to the contract note sent to the subscriber. However, the board has the right to extend the subscription period.
  7. Payment for allotted shares is to be made in cash.
  8. The new shares will carry entitlement to participate in the distribution of dividends for the first time on the record date for dividends that occurs immediately following the registration of the Rights Issue with the Swedish Companies Registration Office.
  9. The board, or the party appointed by the board, is authorised to make the minor adjustments arising from the aforementioned resolution and that could prove necessary in connection with registration with the Swedish Companies Registration Office, Euroclear Sweden AB or from other formal requirements.
  10. The Board of Directors' report pursuant to chapter 13, section 6 of the Swedish Companies Act, appendix 3A, Auditor's statement as referred to in Chapter 13, section 6, appendix 3B, and Annual Report and audit report for 2015, are attached to this proposal.

The following was noted:

The company's largest owners: AB Persson Invest, Backahill Inter AB and Bengtssons Tidnings Aktiebolag, who hold approximately 36% of the shares and votes have, through subscription undertakings, agreed to subscribe for new shares pro rata to their holdings under the Rights Issue.

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**Diös Fastigheter AB (publ)**

*Board of directors*