

This is an unofficial translation of the Swedish original version. In the event of any discrepancies between the English and the Swedish text the Swedish text shall prevail.

MINUTES

of the Annual General Meeting
of the shareholders of
Diös Fastigheter AB (publ), 556501-1771
on 26 April 2017 in Östersund, Sweden

§ 1

The Chairman of the Board, Bob Persson, opened the meeting.

§ 2

Bob Persson was appointed to chair the meeting and Rolf Larsson was appointed to take the minutes.

§ 3

The enclosed list, Appendix 1, of shareholders present at the meeting was adopted as a valid electoral register at the meeting. The meeting resolved that those persons who had not been included in electoral register but were present would be permitted to participate in the AGM without the right to vote.

§ 4

The submitted proposed agenda was approved.

§ 5

It was resolved that Göran Hedsberg and Fredrik Sjöbom would check the minutes.

§ 6

It was accepted that the AGM had been duly convened.

§ 7

The CEO commented on significant events in 2016.

Handwritten signature and initials in the bottom right corner, including a large 'B', 'AK', 'FS', and 'U'.

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§ 8

The annual report and audit report and the consolidated financial statements and consolidated audit report were submitted. The Directors' Report, the income statement and balance sheet, consolidated income statement and consolidated balance sheet, and the Board of Directors' proposed appropriation of retained earnings, Appendix 2, were presented.

The company's auditor, Lars Helgesson, presented the audit report and recommended that the AGM adopt the income statement and balance sheet and consolidated income statement and consolidated balance sheet, and the Board of Directors' proposed appropriation of the profit for the year, and that the members of the Board of Directors and Chief Executive Officer be released from liability to the company.

§ 9

- a. The meeting adopted the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
- b. The meeting resolved to appropriate the profit for the year in accordance with the Board of Directors' proposal, Appendix 2.
- c. The meeting released the members of the Board of Directors and the Chief Executive Officer from liability to the company in respect of 2016.
- d. The meeting resolved that the record date for the dividend would be Friday 28 April 2017. In accordance with the resolution of the meeting, it is expected that the cash dividend of SEK 2.00 per share will be sent out by Euroclear Sweden on Thursday 4 May 2017.

§ 10

The meeting resolved that the Board of Directors should consist of five Directors with no deputies.

§ 11

The Nominating Committee's proposal for determination of Directors' and auditors' fees, Appendix 3, was presented. It was resolved to adopt the proposal.

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§ 12

The meeting resolved to elect the Board of Directors as follows.

Re-election of:

Bob Persson

Maud Olofsson

Ragnhild Backman

Anders Bengtsson

Elect new member:

Anders Nelson

All Directors were elected for one year. At the Annual General Meeting, shareholders voted to elect Bob Persson as Chairman of the Board.

§ 13

The registered audit firm Deloitte AB, with Lars Helgesson as chief auditor, was appointed until the 2018 AGM. The election was made after completed procurement and in accordance with the Audit Committee's recommendation.

§ 14

The Board of Directors' proposal for principles of remuneration and other terms of employment for the company's management team, Appendix 4, was presented. It was resolved to adopt the proposal.

§ 15

A proposal for principles governing the appointment of the Nominating Committee, Appendix 5, was presented. It was resolved to adopt the proposal.

§ 16

The Board of Directors' proposal to authorise the Board to buy back shares and transfer treasury shares to other parties, Appendix 6, was presented. It was resolved to adopt the proposal.

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§ 17

The Board of Directors' proposal to authorise the Board to approve the issuance of new shares, Appendix 7, was presented. It was resolved to adopt the proposal.

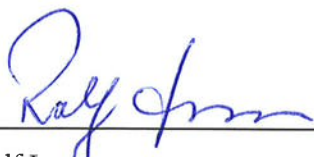
§ 18

No other matters had been submitted.

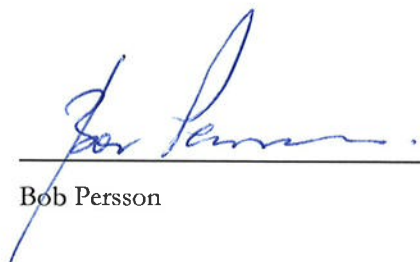
§ 19

The AGM was declared closed.

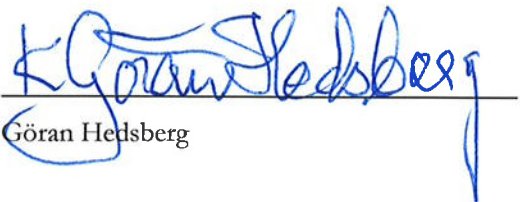
Minute-taker



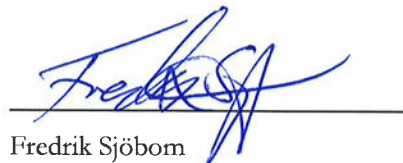
Rolf Larsson



Bob Persson



Göran Hedsberg



Fredrik Sjöbom

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APPENDIX 1

VALID ELECTORAL REGISTER

In the minutes from the AGM Appendix 1 “Valid electoral register” is left out referring to the Swedish Code of Corporate Governance.

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PROPOSAL OF THE BOARD OF DIRECTORS FOR ALLOCATION OF PROFIT

PROPOSED ALLOCATION OF PROFIT

The Board of Directors and the Managing Director propose that the available profits of SEK 692,267,346 be distributed as follows:

A dividend of SEK 2.00 per share be paid to shareholders (2.00 x 134,512,438)	SEK 269,024,876
Carried forward	SEK 423,242,470

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FEES TO THE BOARD OF DIRECTORS AND AUDITORS

The Nominating Committee, consisting of the following representatives with indication of which owner they represent,

Bob Persson (AB Persson Invest)

Bo Forsén, chairman of the Nominating Committee (Backahill Inter AB)

Jonas Bengtsson (Bengtssons Tidnings AB)

Håkan Sandberg (Pensionskassan SHB Försäkringsförening),

proposes the following:

ITEM 11 – FEES TO THE BOARD OF DIRECTORS AND AUDITORS

The Nomination Committee proposes that the remuneration to the Board of Directors totals SEK 800,000, of which SEK 200,000 is paid to the Chairman of the Board and SEK 150,000 to each of the other members.

The proposed fee to the auditors is paid according to invoice with maximum price.

POLICIES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT FOR MANAGEMENT

Management refers to the Managing Director and other members of the management team. The Board of Directors' proposals for policies for remuneration and other terms of employment for management are as follows:

Remuneration and benefits to the Managing Director are decided by the company's Board of Directors. Remuneration to other senior executives is decided by the Managing Director in consultation with the company's Board of Directors. Variable incentive remuneration plans were introduced in 2012 for the company's Managing Director and senior executives, but there are no types of share-based remuneration. Variable remuneration is capped at one month's salary. The CEO is entitled to a company car and insurance and retirement benefits in accordance with the ITP scheme applicable during the period of employment. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for the CEO is 65 years. The period of notice given by the company to the CEO is 12 months. The period of notice given by the CEO to the company is 4 months. Remuneration during a period of notice is deducted from income from another employer. Other senior executives are entitled to a company car. During the period of employment with the company, other executives are entitled to insurance and pension benefits in accordance with the ITP scheme applicable at the time. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for other senior executives is 65 years.

The contracts of other members of Group management are terminable by either party with three to six months' notice. Diös has a profit-sharing foundation for all its employees. Provision to the profit-sharing foundation is based on return on equity and dividend and is capped at SEK 30,000 per year per employee.

POLICIES REGARDING THE COMPOSITION OF THE NOMINATION COMMITTEE

The Nominating Committee proposes that the following principles apply for the appointment of a Nominating Committee for the 2018 Annual General Meeting.

The Nominating Committee's duty shall be to present proposals on the following matters to be submitted for resolution by the AGM:

1. Proposed chairman for the Meeting
2. Proposed fees to the Board of Directors and the auditor.
3. Proposed Board members
4. Proposed Chairman of the Board
5. Proposed auditor

The Nominating Committee shall be appointed annually and consist of the Chairman of the Board and one representative of each of the four largest shareholders of Diös Fastigheter AB. The Nominating Committee shall be convened by the Chairman of the Board. The Nominating Committee shall appoint a chairman from among its members, who may not be a member of the Board of Directors. The Managing Director and other members of the management team may not sit on the Nominating Committee.

The names of the persons who will form the Nominating Committee shall be published no later than six months before the AGM each year on the website of Diös Fastigheter AB. If a Committee member steps down from the Nominating Committee before its work has been concluded this member shall be replaced by a representative of the shareholder whose representative has stepped down. If this shareholder is no longer one of the four largest shareholders any new shareholder among the four largest shareholders shall be offered a place on the Nominating Committee.

If the application of the above principles results in a Nominating Committee consisting of less than three members a representative of the Swedish Shareholders' Association shall be offered a seat on the Committee.

The Nominating Committee's proposals are consistent with the resolutions adopted at the AGM in 2016, and were thus applied prior to the 2017 AGM.

RESOLUTION TO AUTHORISE THE BOARD OF DIRECTORS TO BUY BACK AND TRANSFER SHARES OF THE COMPANY

A. The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to buy back shares of the company subject to the following terms and conditions:

1. Shares may be purchased on the Stockholm Stock Exchange.
2. Purchases may be made on one or several occasions during the period until the next Annual General Meeting.
3. The number of shares repurchased may not exceed a number that would cause the Group's total holding of shares after the share buybacks to exceed ten (10) per cent of all shares of the company.
4. Shares may be purchased at a price per share which is within the registered spread at the time of purchase.
5. Repurchased shares of the company must be paid for in cash.

B. The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to transfer shares of the company subject to the following terms and conditions

1. Shares may be transferred on the Stockholm Stock Exchange or in another manner with deviation from the pre-emption rights of existing shareholders.
2. Transfers of treasury shares may be made on one or several occasions during the period until the next Annual General Meeting.
3. A transfer of shares may comprise all shares of the company held at the time of the Board's resolution.
4. Transfers of shares on the Stockholm Stock Exchange must be made at a price per share that is within the spread registered at the time of transfer. Where shares are transferred in another manner the transfer shall be made at an estimated market value.
5. Payment for transferred shares must be made in cash, in kind or by offset of a claim on the company or in another manner subject to terms and conditions.

The purpose of the authorisations described in A and B above is to ensure that the company is able to continually adapt its capital requirements and thereby increase shareholder value, and to ensure that the company is able to transfer shares as payment for or to fund any future property or corporate acquisitions, through payment with shares of the company.

The statement of the Board of Directors pursuant to chapter 19, section 22 of the Swedish Companies Act (2005:662), regarding the resolutions proposed to authorise the Board of Directors to buy back and transfer shares of the company.

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RESOLUTION TO AUTHORISE THE BOARD OF DIRECTORS TO ACQUIRE AND TRANSFER SHARES OF THE COMPANY, CONTD.

Consequently, the Board is of the opinion that the proposed authorisation is justifiable with regard to:

1. the requirements imposed by the nature, scope and risks of the business (company and Group) on the size of equity, and
2. the company's and Group's consolidation requirements, liquidity and general position.

The Board also takes into consideration that it is incumbent on the Board, in the event that such authorisation is used, to present a new reasoned opinion on whether the share buyback effected in such circumstances is defensible in view of what is stated in Chapter 17, Section 3, paragraphs 2 and 3 of the Companies Act.

RESOLUTION TO AUTHORISE THE BOARD OF DIRECTORS TO RESOLVE ON NEW SHARE ISSUES

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board as follows:

1. The Board is authorised to decide to issue new shares with or without deviation from pre-emption rights for existing shareholders on one or several occasions during the period up to the next Annual General Meeting.
2. The number of shares issued under the authorisation may not exceed ten (10) percent of the company's share capital at the time of the Board's first decision to issue new shares under the authorisation.
3. Payment for new shares may be made in the form of a cash or non-cash consideration or in lieu of debt.
4. New shares may be subscribed to with deviation from the pre-emption rights of existing shareholders. Existing shareholders' pre-emption rights may be deviated from for the purposes specified in Section 5 below.
5. The purpose of the authorisation is to enable property or corporate acquisitions in which payment is made in the form of shares of the company or, alternatively, to capitalise the company prior to such acquisitions. The issuance of shares under the authorisation must be made on market terms.
6. The Board of Directors, or a person appointed by the Board of Directors, shall have the right to make minor adjustments to the decision on authorisation that may prove to be necessary when registering with the Swedish Companies Registration Office.