

Annual General
Meeting

2011

Annual General Meeting of Fabege AB

30 March 2011, 04.00 pm CET at Norra Latin, Drottninggatan 71B, Stockholm

Agenda proposal for the Annual General Meeting of Fabege AB (publ) in Stockholm, Wednesday 30 March 2011 at 4:00 p.m

Appendix

1. Opening of the Meeting.
2. Election of Chairman of the Meeting. **A**
3. Preparation and approval of voting list. **B**
4. Approval of the agenda. **C**
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 Auditors' Report. In this connection, the presentation by the Chief Executive Officer. **D**
8. Resolutions regarding
 - a) adoption of the Profit and Loss Account and Balance Sheet, as well as the Consolidated Profit and Loss Account and Consolidated Balance Sheet,
 - b) allocation of the company's profit in accordance with the adopted balance sheet, **E**
 - c) discharge from liability of the Board of Directors and the Chief Executive Officer, and
 - d) the record date, should the Meeting decide on dividend payment. **E**
9. Resolution on amendment of the Articles of Association. **F**
10. Resolution on the number of Directors and, in this connection, a presentation by the Nominating Committee of its work. **A, G**
11. Determination of remuneration of the Board of Directors and auditors. **H**
12. Election of Board members and Chairman of the Board. **I**
13. Resolution on guidelines for the composition of the Nomination Committee. **J**
14. Resolution on principles for remuneration of Company Management. **K, L**
15. Resolution authorising the Board of Directors to acquire and transfer own shares. **M**
16. Resolution on approval of the divesting of Hammarby Gård 7 to Oscar Properties AB. **N**
17. Other items.
18. Closing of the Meeting.

Item 2 and 10 – Election of Chairman of the Annual General Meeting and resolution concerning the number of Board members

The Nomination Committee for Fabege AB (publ), comprising Anders Silverbåge, Chairman, (Brinova Fastigheter AB), Erik Törnberg (Investment AB Öresund), Gustaf Colliander (Cohen & Steers) and Thomas Ehlin (Nordea Fonder), which jointly represents approximately 29.0 per cent of the shares and votes in Fabege at 31 January 2011, proposes the following:

Item 2 – Election of Chairman of the Meeting

The Nomination Committee proposes that the Annual General Meeting resolve to elect Erik Paulsson as Chairman of the AGM.

Item 10 – Resolution concerning the number of Directors

The Nomination Committee proposes that the Annual General Meeting resolve that the number of Directors be nine, with no deputy members. The proposal is conditional upon a resolution by the Annual General Meeting to amend the Articles of Association.

Stockholm, February 2011

Fabege AB (publ)
Nomination Committee

Item 3 – Preparation and approval of the voting list

The voting list will be prepared at the Annual General Meeting.

Stockholm, February 2011

Fabege AB (publ)
Board of Directors

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
AHLEN, LARS-GÖRAN	2	2	2
AHLIN, SVEN with counselor AHLIN, SIV	1 000	1 000	1 000
ANDERSSON, TORSTEN	500	500	500
ASARNOJ, TOBIAS with counselor MOLIN, ULLA	5 000	5 000	5 000
AXAEUS, BO	1 000	1 000	1 000
BERCHTOLD, FRED with counselor BERCHTOLD, ELSIE as representative for CONSENT AB	5 000 3 000	8 000	8 000
BERGLUND, SVEN-OLOF	200	200	200
BERGSTRÖM, ÅSA	1 800	1 800	1 800
BERNERGÅRD, BO with counselor BERNERGÅRD, KERSTIN	1 000	1 000	1 000
BJÖRK, OLLE	200	200	200
BJÖRK, SVEN-OLOF	200	200	200
BJÖRNSSON, THOMAS	1 000	1 000	1 000
BJÖRNSTEDT, HANS with counselor BJÖRNSTEDT, BIRGIT	1 900	1 900	1 900
BLIDBERG, JACOB as representative for STICHTING PENSIOENFONDS METAAL EN TECHNIEK	39 000	39 000	39 000
BLOM, BENGT	400	400	400
BLOM, MATS with counselor SPENNARE, JOHAN	80 000	80 000	80 000
BLOMBERG, MATS with counselors THULIN, GABRIEL LINDHOLM, DAVID as representative for SVENSK IMAGE I ESKILSTUNA AB	2	2	2
BOIVIE, ANNIKA ULLA KRISTINA	600	600	600
Sum so far		141 804	141 804
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
BOSTRÖM, GUNNAR	100	100	100
BRANTINGSON, CARL-AXEL with counselor LUNDSTRÖM, KARIN	500	500	500
BRÄNNSTRÖM, STIEG with counselor BRÄNNSTRÖM, DORIS	1 400	1 400	1 400
BÄCK, JOHAN E	376	376	376
BÄCK, TONY	68	68	68
BÄCKSTRÖM, AINA with counselor BÄCKSTRÖM, SVEN	226	226	226
BÖKELUND, ARNE	750	750	750
CARLSSON-JENEK, URSZULA with counselors CARLSSON, BENGT HOLSTENSSON, GULL	252	252	252
CAVANDER, NELLY MÄRTHA	900	900	900
CHALLIS, PETER as representative for SV AKTIESPARARES RIKSFÖRBUND	188	188	188
CLÄSSON, THOMAS	2 300	2 300	2 300
DAGSBERG, LARS	1 346	1 346	1 346
DIMLE, BERNDT	5 000	5 000	5 000
DYKSTRÖM, KERSTIN with counselor ENARSSON, MARIA	200	200	200
EDGREN, ANDERS with counselor GEIJER EDGREN, MADELEINE	400	400	400
EDLUND, ERIK RUNAR	200	200	200
Sum so far		156 010	156 010
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
EHLIN, THOMAS		4 790 817	4 790 817
as representative for			
INSTIT. AKTIEFONDEN SVERIGE	10 431		
NORDEA ALLEMANSFOND ALFA	1 309 370		
NORDEA ALLEMANSFOND BETA	918 340		
NORDEA ALLEMANSFOND OLYMPIA	47 870		
NORDEA AVTALSPENSIONSFOND MIDI	6 581		
NORDEA DONATIONSMEDELSFOND	25 717		
NORDEA ETISKT URVAL	341 616		
NORDEA FUTURA	95 445		
NORDEA GENERATIONSFOND 1938-44	563		
NORDEA GENERATIONSFOND 1945-49	4 774		
NORDEA GENERATIONSFOND 1950-54	11 705		
NORDEA GENERATIONSFOND 1955-59	12 172		
NORDEA GENERATIONSFOND 1960-64	10 820		
NORDEA GENERATIONSFOND 1965-69	10 639		
NORDEA GENERATIONSFOND 1970-74	9 308		
NORDEA GENERATIONSFOND 1975-79	7 346		
NORDEA GENERATIONSFOND 1980-84	3 860		
NORDEA GENERATIONSFOND 1985-89	616		
NORDEA INDEXFOND SVERIGE	76 754		
NORDEA OPTIMA	38 718		
NORDEA PRIVATE BANKING SVERIGE, PLUS	114 520		
NORDEA SELEKTA SVERIGE	166 760		
NORDEA SPARA TREAN	6 687		
NORDEA SPEKTRA	321 420		
NORDEA SWEDEN FUND	39 646		
NORDEA SVERIGEFONDEN	1 193 440		
VÄRDEPAPPERSFONDEN BORGEN	5 699		
EHN, STEVE	1 000	1 000	1 000
EKLUND, KARL-IVAR	400	400	400
ELFSTADIUS, BIRGITTA	600	600	600
ENGEL, WALDEMAR	200	200	200
ENGSTRÖM, KJELL with counselor ENGSTRÖM, ALICE	200	200	200
ENGSTRÖM, PAUL	10 000	10 000	10 000
ERIKSSON, BJÖRN	200	200	200
FORSGREN, BERNT	600	600	600
FORSMAN, JAN	22 200	22 200	22 200
Sum so far		4 982 227	4 982 227
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
FRANK, ÅKE with counselor BORGSTRÖM, BIRGITTA	5 000	5 000	5 000
FRITZELL-LYBING, GUN	2 300	2 300	2 300
GIDLÖF, SUNE	600	600	600
GRUNE, ANITA with counselor CARLENSTOLPE, ERIC ALEXANDER	400	400	400
GUSTAVSSON, MANNE as representative for		1 719 751	1 719 751
AMUNDI ACTIONS FONCIER	269 907		
FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	11 376		
FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	2 179		
INOVA HEALTH SYSTEM FOUNDATION DEF BENE PLAN MASTER TRUST	12 147		
KAS BANK N.V.	683 428		
LITHOS	135 500		
LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	5 098		
NEW ZEALAND SUPERANNUATION FUND	8 400		
NEW ZEALAND SUPERANNUATION FUND	116 600		
NORTHERN FUNDS GLOBAL REAL ESTATE INDEX FUND	111 222		
NORTHERN MULTIMANAGER GLOBAL REAL ESTATE FUND	216 403		
NTGI-QM COMMON DAILY ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND NON LENDING	1 885		
RBS AS DEPOSITARY OF PREMIER PAN EUROPEAN PROPERTY SHARE FUND A SUB FUND OF PREMIERE FUNDS ICVC	80 000		
STATE UNIVERSITIES RETIREMENT SYSTEM	22 400		
TENNESSEE CONSOLIDATED RETIREMENT SYSTEM	17 707		
UNIVEST	17 663		
WHEELS COMMON INVESTMENT FUND	7 100		
WHEELS COMMON INVESTMENT FUND	736		
GUSTRIN, BO as representative for PEWE, SVEN		1 200	1 200
	1 200		
GÖRANSSON, INGEBORG	600	600	600
HAGMAN, ERIK	100	100	100
HAGSON, MARIANNE with counselor OLSSON, KERSTIN	400	400	400
HALLDÉN, ING-MARIE	15 000	15 000	15 000
HANSSON, BÖRJE with counselor HANSSON, GUNNEL	800	800	800
Sum so far		6 728 378	6 728 378
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
HERMELIN, CHRISTIAN as representative for GULDGRISEN KOMMANDITBOLAG	200 000	200 000	200 000
HJORTSBERGER, OLOV	29	29	29
HÜBBERT, JOHN with counselor HÜBBERT, ANN-CHRISTIN	3 000	3 000	3 000
JAKOBSSON, MAJA-BRITTA	1 500	1 500	1 500
JANSSON, BO as representative for LIVFÖRSÄKRINGSAB SKANDIA (PUBL)	1 360 024	1 360 024	1 360 024
JENSSEN, CHRISTER GERHARD	2 000	2 000	2 000
JOHANSSON, RICHARD with counselor JOHANSSON, SONJA	3 700	3 700	3 700
JONASSON, RUNE	6 600	6 600	6 600
JONSSON, WILLY	122	122	122
JÖNSSON, ARTHUR	1 900	1 900	1 900
JÖNSSON, MAY with counselors SÖDER, ANNE CHARLOTTE ÖHLIN, LILLEMOR	200	200	200
KARLSSON, KARL-OLOF	400	400	400
KARLSSON, TORBJÖRN	100	100	100
KJELLBERG, BERTIL	700	700	700
KOCK, ANNE with counselor FLORÉN, OLLE	3 900	3 900	3 900
KOURI, ASLAK with counselor HOLMBERG, ANNA BRITTA	5 500	5 500	5 500
KREBS, BIRGITTA	200	200	200
KRISTIANSEN, GEIR with counselor STRANDBERG, HANS	10	10	10
KÖNIGSSON, BO with counselor KÖNIGSSON, BODIL	150	150	150
Sum so far		8 318 413	8 318 413
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
LARSSON, BERTIL with counselor LARSSON, ANNE	3 750	3 750	3 750
LASSON, HENRIK	2 000	2 000	2 000
LEVLIN, ERIK	1 700	1 700	1 700
LILJAMAA, INGALILL	2 926	2 926	2 926
LIND, ÅSA	1 114	1 114	1 114
LINDBERG, LENNART	2 500	2 500	2 500
LINDBERGH, LEIF	400	400	400
LINDBLAD, GUNNAR	1 000	1 000	1 000
LINDBÄCK, LENNART with counselor DANIELSSON, BRITT	2 000	2 000	2 000
LUNDIN, KJELL with counselor LUNDIN, BRITA	800	800	800
LUNDIN, LARS	1 600	1 600	1 600
LÖFSTRÖM, ELSIE	200	200	200
LÖNSJÖ, ANNA-GRETA	200	200	200
LÖÖW, PER ROLAND	1 600	1 600	1 600
MATTISSON, THORD	938	938	938
MÅRTENSSON, JONATHAN as representative for		4 379 363	4 379 363
HANDELSBANKEN MEGA SVERIGE INDEX	105 812		
HANDELSBANKEN SVENSKA SMÅBOLAGSFOND	1 800 000		
HANDELSBANKEN SVERIGE INDEX ETISK	136 146		
HANDELSBANKENS NORDISKA	824 981		
HANDELSBANKENS STIFTELSEFOND	22 928		
HANDELSBANKENS SVERIGEFOND	770 000		
HANDELSBANKENS SVERIGEFOND INDEX	619 496		
HB NORDENFONDEN	100 000		
Sum so far		12 720 504	12 720 504
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
NILSSON, MARIANNE		4 251 748	4 251 748
as representative for			
BANCO ETISK SVERIGE	300 200		
BANCO ETISK SVERIGE SPECIAL	24 000		
BANCO HJÄLP	11 600		
BANCO IDEELL MILJÖ	120 000		
BANCO KULTUR	2 900		
BANCO OFFENSIV	26 000		
BANCO SVENSK MILJÖ	71 800		
BANCO SVERIGE	7 020		
HUMANFONDEN	72 400		
ROBUR/FOLKSAM FÖRVALTNINGSFOND	44 938		
ROBUR/FOLKSAM KPA ETISK AKTIEFOND	87 332		
ROBUR/FOLKSAM KPA ETISK BLANDFOND 1	11 701		
ROBUR/FOLKSAM KPA ETISK BLANDFOND 2	47 279		
SAMARITFONDEN	42 000		
SWEDBANK ROBUR ETHICA BALANSERAD	10 016		
SWEDBANK ROBUR ETHICA FÖRSIKTIG	1 792		
SWEDBANK ROBUR ETHICA MILJÖ SVERIGE	47 000		
SWEDBANK ROBUR ETHICA STIFTELSE	5 802		
SWEDBANK ROBUR ETHICA SVERIGE MEGA	20 300		
SWEDBANK ROBUR INDEXFOND SVERIGE	51 618		
SWEDBANK ROBUR MIX INDEXFOND SVERIGE	103 098		
SWEDBANK ROBUR REALINVEST	531 101		
SWEDBANK ROBUR SMÅBOLAGSFOND SVERIGE	470 330		
SWEDBANK ROBUR SVERIGEFOND	1 087 507		
SWEDBANK ROBUR SVERIGEFOND MEGA	1 054 014		
NILSSON, OLOF	500	500	500
with counselor			
NILSSON, MARCUS			
NORDLING, BIRGITTA	200	200	200
with counselor			
NÄSMAN, HANS			
NYHOLM, BO	12 600	12 600	12 600
ODELSTIERNA, MARIANNE	1 000	1 000	1 000
OHLSSON, GUNNAR	10 000	10 000	10 000
OHLSSON, WIOLA	500	500	500
OLSSON, ANN-MARI	400	400	400
OTHERUS, BENGT	600	600	600
PAULSSON, BÖRJE	1 000	1 000	1 000
PAULSSON, ERIK	6 496	6 496	6 496
Sum so far		17 005 548	17 005 548
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
PAULSSON, SVANTE as representative for KARLSSON, SARA ERIKA KILLEBÄCKSTORP AB PAULSSON, GUNILLA SVANTAB AB	67 700 32 000 60 100 142 438	302 238	302 238
PERSSON, STIG-ARNE with counselor EDBLAH, GÖRAN	400	400	400
PETERSSON, YNGVE	2 000	2 000	2 000
PETTERSSON, KLAS	31	31	31
QVIBERG, MATS as representative for QVIBERG, EVA ÖRESUND, INVESTMENT AB	1 390 160 1 243 126 10 746 597	13 379 883	13 379 883
RINGSTEDT, LARS	2 100	2 100	2 100
ROLFSSON, ROGER	4 000	4 000	4 000
ROOS, GERTRUD	800	800	800
ROSENBERG, GÖSTA	200	200	200
RÖKAEUS, EVERT	5	5	5
RÖNNGREN, JAN	1 500	1 500	1 500
SANDBERG, BIRGITTA	2 250	2 250	2 250
SANDBERG, HANS GUNNAR	1 000	1 000	1 000
SCHULTZ, GÖRAN	5 800	5 800	5 800
SCHULZE, GERD	200	200	200
SILVERBÅGE, ANDERS as representative for BRINOVA INTER AB	23 291 092	23 291 092	23 291 092
SJÖSTEN, AGNES with counselor LINDEGREN, MARGARETA	400	400	400
SKALMSTAD, ÅKE	3 200	3 200	3 200
SOHLBERG, SVEN ERIK	59 000	59 000	59 000
Sum so far		54 061 647	54 061 647
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
SOREFF, CAROLINE		11 145 881	11 145 881
as representative for			
ALASKA PERMANENT FUND CORPORATION	18 408		
ALLIANT TECHSYSTEMS INC DEFINED BENEFIT MASTER TRUST	5 729		
ALPHA ADVANTAGE EUROPE FUND	1 443		
ALPHA ADVANTAGE EUROPE FUND B	233 901		
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	827		
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	17 601		
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	68 600		
CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	11 213		
COHEN & STEERS GLOBAL REALTY SHARES, INC.	454 701		
COHEN & STEERS INSTITUTIONAL GLOBAL REALTY SHARES INC	570 562		
COHEN & STEERS INTERNATIONAL REALTY FUND INC	1 185 190		
COHEN & STEERS SICAV	286 458		
COHEN & STEERS SICAV	389 221		
COHEN AND STEERS GLOBAL LISTED PROPERTY FUND	54 601		
COLLEGE RETIREMENT EQUITIES FUND	14 853		
COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM	26 613		
CONNECTICUT GENERAL LIFE INSURANCE COMPANY	1 383		
DIRECTORS GUILD OF AMERICA PRODUCER PENSION TRUST	13 715		
DIRECTORS GUILD OF AMERICA PRODUCER PENSION TRUST	9 316		
EVANGELICAL LUTHERAN CHURCH IN AMERICA BOARD OF PENSIONS	151 200		
FAIRFAX COUNTY EMPLOYEES RETIREMENT SYSTEM	61 268		
FAIRFAX COUNTY POLICE OFFICERS RETIREMENT SYSTEM	96 628		
FAIRFAX COUNTY UNIFORMED RETIREMENT SYSTEM	32 632		
FLORIDA RETIREMENT SYSTEM	38 936		
FT FTSE EPRANAREIT GLOB RE INDEX FD	13 290		
GMO INTERNATIONAL SMALL COMPANIES FUND	141 127		
IBM SAVINGS PLAN	108 561		
ISHARES II PUBLIC LIMITED COMPANY	269 100		
ISHARES PUBLIC LIMITED COMPANY	1 768 031		
JAPAN TRUSTEE SERVICES BANK LTD AS TRUSTEE FORDAIWA OUSHU	3 880		
FUDOUSAN SYOUKEN FND CURRENCY HEDGED			
LINCOLN VARIABLE INSURANCE PRODUCTS TRUST - LVIP COHEN AND STEERS GLOBAL REAL ESTATE FUND	223 600		
NAVY EXCHANGE SERVICE COMMAND RETIREMENT TRUST	7 218		
PENSION RESERVES INVESTMENT TRUST FUND	59 000		
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF MISSISSIPPI	109 683		
RENAISSANCE GLOBAL REAL ESTATE FUND	2 176		
ROGERSCASEY TARGET SOLUTIONS, LLC	7 456		
RUSSEL TRUST COMPANY COMMINGLED EMPLOYEE BENEFIT FUNDS TRUST	94 621		
RUSSEL TRUST COMPANY COMMINGLED EMPLOYEE BENEFIT FUNDS TRUST	29 147		
RUSSELL INVESTMENT COMPANY PLC	27 551		
RUSSELL INVESTMENT FUNDS REAL ESTATE SECURITIES FUND	54 433		
RUSSELL INVESTMENT FUNDS REAL ESTATE SECURITIES FUND	160 774		
SANTA BARBARA COUNTY EMPLOYEES RETIREMENT SYSTEM	2 356		
SCHWAB FUNDAMENTAL INTERNATIONAL SMALL-MID COMPANY INDEX FUN	11 983		
Sum so far		65 207 528	65 207 528
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	18 479		
SEMPRA ENERGY PENSION MASTER TRUST	5 792		
SPDR DOW JONES INTERNATIONAL REAL ESTATE ETF	809 530		
SSM HEALTH CARE PORTFOLIO MANAGMENT COMPANY	12 133		
STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	2 800		
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXPMT RETIREMENT PLANS	10 938		
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXPMT RETIREMENT PLANS	32 300		
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXPMT RETIREMENT PLANS	5 500		
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXPMT RETIREMENT PLANS	17 016		
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXPMT RETIREMENT PLANS	24 842		
STATE STREET GLOBAL ADVISORS CAYMAN	1 600		
STATE TEACHERS RETIREMENT SYSTEM OF OHIO	25 608		
STICHTING DEPOSITARY APG DEVELOPED MARKETS EQUITY POOL	25 715		
STICHTING DEPOSITARY APG TACTICAL REAL ESTATE POOL	115 365		
STICHTING DEPOSITARY APG TACTICAL REAL ESTATE POOL	2 875 443		
STICHTING PENSIOENFONDS HORECA & CATERING	52 934		
SUPERVALU INC MASTER INVESTMENT TRUST	42 098		
TEACHERS RETIREMENT SYSTEM OF LOUISIANA	788		
THE BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM	50 015		
THE BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM	900		
THE BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM	38 065		
THE DUN AND BRADSTREET DEFINED BENEFIT PLAN GROUP TRUST	982		
THE MASTER TRUST BANK OF JAPAN LTD RE: RUSSEL GLOBAL REIT MOTHER FUND	24 076		
THE MASTER TRUST BANK OF JAPAN LTD RE: RUSSEL GLOBAL REIT MOTHER FUND	67 716		
UAW RETIREE MEDICAL BENEFITS TRUST	8 300		
UAW RETIREE MEDICAL BENEFITS TRUST	7 332		
UAW RETIREE MEDICAL BENEFITS TRUST	2 936		
UAW RETIREE MEDICAL BENEFITS TRUST	8 800		
UAW RETIREE MEDICAL BENEFITS TRUST	5 756		
UAW RETIREE MEDICAL BENEFITS TRUST	2 885		
VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY F	5 521		
VANGUARD GLOBAL EX-US REAL ESTATE INDEX FUND	4 730		
SPETZ, GÖSTA	5 750	5 750	5 750
STENROS, GUN with counselors STENROS, SVEN STENROS, GUNNAR	1 200	1 200	1 200
Sum so far		65 214 478	65 214 478
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
STENROS, INGVAR with counselors DAHL, BENGT OLSSON, LINA	45	45	45
STERN, FRED with counselor STERN, SILVA	100	100	100
STÅLÅS, BENGT ROBERT with counselor STÅLÅS, ELISABETH	700	700	700
SVENSSON, SYLVE	5 000	5 000	5 000
TROSELIUS, LARS	400	400	400
ULFHAKE, JOHAN	600	600	600
WAHLGREN, SIGNE with counselor WAHLGREN, RICHARD	2 100	2 100	2 100
WALLANDER, CARL GUNNAR	4 150	4 150	4 150
WESTFELDT, PER with counselor WESTFELDT, KARIN	1 000	1 000	1 000
WESTHOLM, EMILIE as representative for FOLKSAM ÖMSESIDIG LIVFÖRSÄKRING FÖRENADE LIV GRUPPFÖRSÄKRINGS AB KP PENSIONSSTIFTELSE KPA LIVFÖRSÄKRINGSAKTIEBOLAG KPA PENSIONS FÖRSÄKRING AB	681 646 14 818 145 132 29 197 698 916	1 569 709	1 569 709
WESTRELL, BOBBI	1 500	1 500	1 500
WINGE, INGEMAR	400	400	400
WIRSTRÖM, OLLE	600	600	600
WOLDEGIORGIS, KIDANE	5 626	5 626	5 626
Sum so far		66 806 408	66 806 408
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
VON UNGE, AMELIE		1 939 032	1 939 032
as representative for			
AMONIS NV	95 861		
BLACKROCK ASSET MANAGEMENT PENSIONS LIMITED	50 956		
BLACKROCK INDEXED ALL-COUNTRY EQUITY FUND	994		
EMPLOYEES RETIREMENT SYSTEM OF TEXAS	70 800		
FOLKETRYGDFONDET	652 035		
GMO TACTICAL OPPORTUNITIES FUND	7 622		
GOLDMAN SACHS ASSET MANAGEMENT LP GOLDMAN SACHS GLOBAL ALPHA	2 778		
GOLDMAN SACHS ASSET MANAGEMENT LP GOLDMAN SACHS GLOBAL ALPHA	11 853		
GOLDMAN SACHS TRUST GOLDMAN SACHS STRUCTURED INTERNATIONAL	4 760		
GOVERNMENT OF NORWAY	112 158		
JAPAN TRUSTEE SERVICES BANK LTD AS TRUSTEE FOR RESONA	2 369		
TRUST&BANKING CO LTD AS TRUSTEE FOR JF EUROPECOM			
JPMORGAN FUND II ICVC JPM EUROPÉ SMALLER COMPANIES FUND	6 997		
JPMORGAN FUNDS	139 872		
NORGES BANK CENTRAL BANK OF NORWAY	138		
SAS TRUSTEE CORPORATION	107 111		
STATE OF INDIANA PUBLIC EMPLOYEES RETIREMENT FUND	2 980		
STATE SUPER FINANCIAL SERVICES AUSTRALIA LIMITED AS TRUSTEE	246 086		
THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST	66 444		
VANGUARD INTERNATIONAL PROPERTY SECURITIES INDEX FUND	248 625		
VANGUARD INTERNATIONAL SMALL COMPANIES INDEX FUND	4 199		
VANGUARD INVESTMENT SERIES PLC	15 041		
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	18 915		
WASHINGTON STATE INVESTMENT BOARD	10 533		
ZURICH INVESTMENTS GLOBAL PROPERTY SECURITIES SCHEME	59 905		
VUJCIC, GORAN	252	252	252
with counselors			
VUJCIC, STEFAN			
VUJCIC, FILIPJA			
WÄSTERLID, BRITTA	400	400	400
with counselor			
NN			
ZACHARIASSÉN, BERYL	4 200	4 200	4 200
ZETTERSTEN, BJÖRN	228	228	228
ZHANG, JIMMY	1	1	1
with counselors			
LINDSTRÖM, JOACHIM			
VOLCHEK, ELENA			
ÖSTBERG, EVA	7	7	7
Sum so far		68 750 528	68 750 528
Total for announced		69 184 922	69 184 922

Fabege - Preliminary electoral register

Name	A 1 vote	No. Shares	No. Votes
ÖSTBERG, STEFAN	3 793	434 394	434 394
as representative for			
FABEGES VINSTANDELSSTIFTELSE	331 055		
WIHLBORGS OCH FABEGES	99 546		

Sum so f�ar		69 184 922	69 184 922
Total for announced		69 184 922	69 184 922

Item 4 – Approval of the agenda

1. Opening of the Meeting.
2. Election of Chairman of 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 Auditors' Report. In this connection, the presentation by the Chief Executive Officer.
8. Resolutions regarding
 - a) adoption of the Profit and Loss Account and Balance Sheet, as well as the Consolidated Profit and Loss Account and Consolidated Balance Sheet,
 - b) 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) the record date, should the Meeting decide on dividend payment.
9. Resolution on amendment of the Articles of Association.
10. Resolution on the number of Directors and, in this connection, a presentation by the Nominating Committee of its work.
11. Determination of remuneration of the Board of Directors and auditors.
12. Election of Board members and Chairman of the Board.
13. Resolution on guidelines for the composition of the Nomination Committee.
14. Resolution on principles for remuneration of Company Management.
15. Resolution authorising the Board of Directors to acquire and transfer own shares.
16. Resolution on approval of the divesting of Hammarby Gård 7 to Oscar Properties AB.
17. Other items.
18. Closing of the Meeting.

Item 7 – Presentation of the Annual Report and the Auditors' Report, as well as the Consolidated Financial Statements and the Auditor's Report on the Consolidated Financial Statements. In this connection, a presentation by the Chief Executive Officer

The Annual Report documents will be available on the company's website, www.fabege.se, from 7 March 2011. The documents will also be available at the Annual General Meeting.

The documents will also be sent to shareholders who requested them.

Stockholm, February 2011

Fabege AB (publ)
Board of Directors

Items 8 b) and 8 d) – Resolution on dividend and record date

The Board of Directors proposes that the Annual General Meeting (AGM) resolve to approve a dividend payment of SEK 3.00 per share for 2010. The proposed record date for payment of the dividend is 4 April 2011. Should the AGM approve the motion, the dividend is scheduled to be distributed by Euroclear Sweden AB on 7 April 2011.

Statement by the Board of Directors pursuant to Chapter 18, Section 4 of the Swedish Companies Act (2005:551)

The Group's equity has been calculated in compliance with IFRS standards, as adopted by the EU, the interpretations of these (IFRIC) and Swedish law through the application of Recommendation RFR 2:1 from the Swedish Financial Reporting Board (Supplementary Accounting Rules for Corporate Groups). The Parent Company's equity has been calculated in accordance with Swedish law, applying recommendation RFR 2:2 of the Swedish Financial Reporting Board (Accounting for Legal Entities).

The Board of Directors has established that the company will have full coverage for its restricted equity after the proposed dividend. The Board of Directors considers that the proposed dividend is defensible based on the criteria contained in the second and third paragraphs of Section 3 of Chapter 17 of the Swedish Companies Act (nature, scope and risks of the business, consolidation requirements, liquidity and other financial circumstances). The Board would like to make the following comments pertaining thereto:

Nature, scope and risks of the business

The Board estimates that the company's and the Group's equity after the proposed dividend will be sufficient in view of the nature and scope of the business and the associated risks. In drawing up its proposal, the Board has taken account of the company's equity/assets ratio, historical and budgeted performance, investment plans and the general economic environment.

Consolidation requirements, liquidity and other financial circumstances

Consolidation requirements

The Board of Directors has made a general assessment of the company's and the Group's financial position and its ability to meet its obligations. The proposed dividend constitutes 5.2 per cent of the company's equity and 4.3 per cent of consolidated equity. The stated target for the Group's capital structure is a minimum equity/assets ratio of 30 per cent, and it is estimated that the Group will be able to maintain an interest coverage ratio of at least 2.0 also after the proposed dividend. In view of the current situation on the property market, the equity/assets ratio of the company and the Group is favourable. Against this background, the Board considers that the company and the Group are in a good position to take advantage of future business opportunities and withstand any losses that may be incurred. Planned investments have been taken into account in the proposed dividend payment. Nor will the dividend have any significant impact on the company's or the Group's ability to make further commercially motivated investments in accordance with the adopted plans. In the Parent Company, some assets and liabilities have been measured at fair value in accordance with Chapter 4, Section 14 of the Swedish Annual Accounts Act. The impact of this measurement, which increased equity in the Parent Company by SEK 77m (95), has been taken into account.

Appendix E

Liquidity

The proposed dividend will not affect the company's and the Group's ability to meet its payment obligations in a timely manner. The company and the Group have good access to liquidity reserves in the form of short and long-term credit. Agreed credit lines can be drawn at short notice, which means that the company and the Group are well prepared to manage variations in liquidity as well as any unexpected events.

Other financial circumstances

The Board of Directors has assessed all other known circumstances that may be significant for the company's and the Group's financial position and that have not been addressed in the above. No circumstance has been discovered in the course of the assessment that would cast doubt on the defensibility of the proposed dividend.

Stockholm, February 2011

Fabege AB (publ)
Board of Directors

Item 9 – Resolution on amendment of the Articles of Association

Due to the Nomination Committee's proposal concerning the nomination of Directors, it is proposed that the maximum permissible number of Directors be increased to nine, rather than the current number of eight, which requires an amendment of Article 6 of the Articles of Association. The Board of Directors also proposes that the procedure for dispatching the official notification of the AGM be simplified, that auditors be elected annually and that a resolution be made concerning principles for remuneration of senior executives, which require amendments of Articles 9 and 10 of the Company's Articles of Association. The reasons for proposing these motions are due to regulations in the Swedish Companies Act. The motions entail that the company's Articles of Association be amended as follows:

Article 6 The Board of Directors shall comprise no fewer than four and no more than ~~eight~~ nine Directors.

Article 9

...

8. Motion concerning the number of Directors, ~~and wherever appropriate~~ auditors and deputy auditors
9. Determination of fees to be paid to Directors and auditors
10. Election of Directors and Chairman of the Board
11. ~~Wherever appropriate,~~ Election of auditors and deputy auditors
12. Resolution concerning guidelines for remuneration to senior executives
13. Other items that the Meeting is obligated to address in accordance with the Swedish Companies Act or the Articles of Association.

Article 10 Official notification of a general shareholders meeting is to take the form of an announcement in Post- och Inrikes Tidningar and on the company's website. Information confirming that the official notification has been sent is to be provided in an advertisement in Svenska Dagbladet.

Stockholm, February 2011

Fabege AB (publ)
Board of Directors

Proposed Articles of Association in their entirety for Fabege AB

- § 1 The company's name is Fabege AB. The company is a public company (publ).
- § 2 The company's object is to acquire, manage, improve and sell properties and conduct such other activities as are compatible therewith.
- § 3 The Board of Directors has its registered office in Stockholm.
- § 4 The share capital shall be at least one billion six hundred and seventy million (1,670,000,000) and not more than six billion six hundred and eighty million (6,680,000,000) Swedish kronor.
- § 5 The number of shares shall be at least sixty-six million eight hundred thousand (66,800,000) and not more than two hundred and sixty-seven million two hundred thousand (267,200,000).
- § 6 The Board of Directors shall comprise at least four and not more than nine members.
- § 7 The company shall have at least one and not more than two auditors and the same number of deputies, or at least one and not more than two registered auditing companies. The auditor(s) and deputy auditor(s), or the main auditor, shall be authorised public accountants.
- § 8 The calendar year shall be the company's financial year.
- § 9 The Annual General Meeting (AGM) shall be held in Stockholm once a year. At the AGM the shareholders shall transact the following business:
1. Elect a chairman for the AGM
 2. Draw up and approve the list of voters
 3. Elect one or two persons to check the minutes
 4. Approve the agenda
 5. Establish whether the AGM has been duly convened
 6. Listen to a presentation of the annual report and audit report and of the consolidated accounts and consolidated audit report
 7. Decide
 - a. whether to adopt the profit and loss account, balance sheet and the consolidated profit and loss account and consolidated balance sheet,
 - b. on the treatment of the company's profit or loss in accordance with the adopted balance sheet,
 - c. whether to discharge the Directors and Chief Executive Officer from liability,
 - d. on a record day, in the event that the shareholders decide to approve payment of a dividend.
 8. Decide on the number of Directors, auditors and deputy auditors
 9. Decide on the fees to be paid to the Directors and auditors
 10. Elect a Board of Directors and Board Chairman
 11. Election of auditors and deputy auditors
 12. Other items that the Meeting is obliged to address in accordance with the Swedish Companies Act or the Articles of Association
 13. Transact any other business that is incumbent on the shareholders in accordance with the Companies Act or the company's Articles of Association.

- § 10 Notice to attend the AGM shall be made by advertisement in Post- och Inrikes Tidningar and on the company's website. Information confirming that the official notification has been sent is to be provided in an advertisement in Svenska Dagbladet.
- § 11 Shareholders wishing to take part in the negotiations at the AGM must be included in a transcript of the entire shareholders' register describing the situation five weekdays before the AGM and must notify their intention to attend the AGM to the company, stating the name(s) of any assistant(s), which may not exceed two in number, no later than 4 p.m. on the day stated in the notice of AGM. This day must not be a Sunday or other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and must not be earlier than five weekdays before the AGM.
- § 12 The Board of Directors may decide that a person who is not a shareholder of the company shall have the right to attend the AGM on terms specified by the Board of Directors.
- § 13 The company's shares shall be registered in a reconciliation register in accordance with the Accounting of Financial Instruments Act (1998:1479).

Item 10 – Report on work of Fabege AB’s Nomination Committee ahead of the 2011 Annual General Meeting

Background

On 30 September 2010, it was announced that a Nomination Committee had been formed with representatives of the largest shareholders that had accepted the invitation to participate in accordance with a resolution adopted by Fabege’s 2010 Annual General Meeting. The members appointed to the Nomination Committee are: Anders Silverbåge (Brinova Fastigheter AB), Erik Törnberg (Investment AB Öresund), Gustaf Colliander (Cohen& Steers) and Thomas Ehlin (Nordea Funds). Anders Silverbåge has served as Chairman of the Committee. The four owners represent a combined total of approximately 29.0 per cent of the voting rights of Fabege at 31 January 2011.

The task of the Nomination Committee is to submit proposals to Fabege’s 2011 AGM concerning the following:

- Election of Chairman of the Meeting
- Election of Directors
- Election of Chairman of the Board
- Fees to be paid to Directors
- Fees to be paid to auditors
- Resolution concerning principles for composition of the Nomination Committee

Nomination Committee’s work

The Nomination Committee has held four meetings at which minutes were recorded and Committee members have remained in continuous contact between the meetings. To gather basic information for its work, the committee has met with the Chairman of the Board and reviewed the CEO’s assessment of the Board’s work. The Committee has also been in contact with other Directors, the company’s Audit Committee and the company’s auditors to gain an accurate perception of the Board’s work. In addition, the Nomination Committee has reviewed the results of the Board’s self-evaluation. The Committee has also reviewed the company’s strategy, risk management and control functions.

The Nomination Committee has discussed the Board’s size and composition with respect to industrial experience, competence and the need for continuity and renewal in the Board’s work. The Committee proposes the re-election of eight Directors and the election of one new Director. It was noted that the present Board of Directors has worked well and, with the changes that have been proposed, the Nomination Committee is of the opinion that the Board will have the composition and competence that favourably satisfies the demands that will be imposed.

The Nomination Committee proposes the re-election of Erik Paulsson as Chairman of the Board, and the re-election of Directors Göte Dahlin, Oscar Engelbert, Christian Hermelin, Märtha Josefsson, Pär Nuder, Mats Qviberg, Erik Paulsson and Svante Paulsson and that Eva Eriksson be elected as a new Director.

The Nomination Committee has also discussed the independence of the Directors. The proposal concerning membership of the Fabege Board fulfils the requirements of both the Nasdaq OMX Stockholm Exchange and the company’s Code of Corporate Governance with respect to the independence of Directors.

Appendix G

A more detailed presentation of the proposed Directors is available on the company's website, www.fabege.se (in the Appendix to Item 12 in the proposed agenda for the 2011 AGM).

With respect to the fees to be paid to Directors, the Nomination Committee proposes that fees will total SEK 2,755,000 (2,445,000), to be distributed as follows:

SEK 400,000 (375,000) to the Chairman of the Board,
SEK 200,000 (185,000) to other Directors not employed by the company,
SEK 835 000 (835,000) to Erik Paulsson as special remuneration for representing executive management in two important projects – Nationalarenan in Solna and Norra Stationsområdet in Stockholm – for the period up to the 2012 AGM, and
SEK 120,000 (125,000) as remuneration for work conducted by the Audit Committee, with the chairman receiving SEK 60,000 (50,000) and each of the two (three) members receiving SEK 30,000 (25,000).

For information, Deloitte AB was elected, with Svante Forsberg as Auditor in Charge, as auditor at the 2009 AGM for the period up to the 2012 AGM. Accordingly, no election is required. Furthermore, the Nomination Committee proposes, as in the past, that the AGM resolve that remuneration to auditors shall be paid according to approved invoicing.

The Committee proposes a minor amendment to the principles governing its composition prior to the 2012 AGM, whereby the Nomination Committee shall consist primarily of one representative from each of the four major shareholders. If a shareholder waives his right of representation, the position will be offered to the next largest shareholder. It is also proposed that the Nomination Committee, in the event of significant ownership changes among the four largest shareholders, offer the new addition to the four largest shareholders a position on the Committee, either through a change in the Committee's composition or by increasing the number of Committee members. No other amendments are proposed to the principles, meaning that the composition of the Nomination Committee must be announced no later than six months prior to the AGM and that the Committee chairman will be the member who represents that largest shareholder.

Summary of Nomination Committee's proposal

The Nomination Committee proposes that Fabege's 2011 AGM resolves to:

- Elect Erik Paulsson as Chairman of the Meeting
- Appoint nine Directors with no deputies
- Re-elect Directors Göte Dahlin, Oscar Engelbert, Christian Hermelin, Märtha Josefsson, Pär Nuder, Mats Qviberg, Erik Paulsson and Svante Paulsson
- Elect Eva Eriksson as a new Director
- Approve Director fees totalling SEK 2,755,000, with the Chairman of the Board receiving SEK 400,000, each Director not employed by the company SEK 200,000, Erik Paulsson as special remuneration for representing executive management in two projects SEK 835,000 and the audit committee SEK 120,000 for the work it performs
- Pay audit fees according to approved invoicing
- Approve minor changes in the principles for appointing the Nomination Committee.

The Nomination Committee's complete proposals are included in the official announcement of the AGM. Additional information about the Directors is available on Fabege's website.

Justification statement pertaining to the Nomination Committee's proposal to the Board

The Nomination Committee of Fabege AB (publ) justifies its proposed nominations to the Board as follows. The Nomination Committee is of the opinion that the current Board of Directors functions well and, with the proposed amendments, the Nomination Committee is of the opinion that it will have a composition and competency that favourably satisfies the requirements that will be imposed.

The Nomination Committee is of the opinion that the proposed Board of Directors, with respect to the company's operations, financial position and circumstances, is appropriate to satisfy the requirements imposed by the company's operations. The Nomination Committee has thus paid particular attention to the company's strategic development, steering and control, as well as the requirements imposed by these factors on the Board's competency and composition.

In view of this, the Nomination Committee has proposed the re-election of Erik Paulsson as Chairman of the Board, the re-election of Directors Göte Dahlin, Oscar Engelbert, Christian Hermelin, Märtha Josefsson, Pär Nuder, Mats Qviberg, Erik Paulsson and Svante Paulsson and the election of Eva Eriksson as a new Director.

The Nomination Committee has also discussed the independence of the Directors. The proposal concerning membership of the Fabege Board fulfils the requirements of both the Nasdaq OMX Stockholm Exchange and the company's Code of Corporate Governance with respect to the independence of Directors.

Stockholm, February 2011

Fabege AB (publ)
Nomination Committee

Item 11 – Determination of remuneration of the Board of Directors and auditors

The Nomination Committee of Fabege AB (publ), comprising Anders Silverbåge, Chairman, (Brinova Fastigheter AB), Erik Törnberg (Investment AB Öresund), Gustaf Colliander (Cohen & Steers) and Thomas Ehlin (Nordea Funds), which jointly represents approximately 29.0 per cent of the shares and votes in Fabege at 31 January 2011, proposes the following remuneration of the Board of Directors and auditors:

Directors' fees totalling SEK 2,755,000 (2,445,000) to be distributed as follows:

- SEK 400,000 (375,000) to the Chairman of the Board,
- SEK 200,000 (185,000) to other Directors not employed by the company,
- SEK 835,000 (835,000) to Erik Paulsson as a separate fee for assisting senior management in two important projects – Nationalarenan in Solna and Norra Stationsområdet in Stockholm – for the period up to the 2012 AGM, and
- SEK 120,000 (125,000) as remuneration for work in the Board's Audit Committee, to be distributed as SEK 60,000 (50,000) to the Chairman and SEK 30,000 (25,000) each to the two (three) members.

Furthermore, the Nomination Committee proposes the AGM resolve that remuneration to auditors, as in the past, be paid in accordance with approved invoicing.

Stockholm, February 2011

Fabege AB (publ)
Nomination Committee

Item 12 – Election of Board of Directors and Chairman of the Board

The Nomination Committee's proposal concerning the election of the Board of Directors and Chairman of the Board, Annual General Meeting 2011

The Nomination Committee of Fabege AB (publ) comprising Anders Silverbåge, chairman, (Brinova Fastigheter AB), Erik Törnberg (Investment AB Öresund), Gustaf Colliander (Cohen & Steers) and Thomas Ehlin (Nordea Fonder), who jointly represent approximately 29.0 per cent of the shares and votes in Fabege as per January 31, 2011, hereby proposes the following:

Re-election of Directors: Göte Dahlin, Oscar Engelbert, Christian Hermelin, Märtha Josefsson, Pär Nuder, Erik Paulsson, Svante Paulsson and Mats Qviberg. New election of Director: Eva Eriksson. Erik Paulsson is nominated as the Chairman of the Board.



Göte Dahlin

Born: 1941

Director since 2000.

Other directorships: Deputy Chairman of RBS Nordisk Renting AB. Director of Rezidor Hotel Group AB and Svensk Inredning Viking AB.

Education: B.Sc. in Natural Sciences.

Shareholding: 15,000 shares through personal endowment policy.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company, the Group management and major shareholders.



Oscar Engelbert

Born: 1976

Director since 2010.

Other directorships: CEO of Oscar Properties AB. Director of the Board of Bonniers konsthall.

Education: Secondary school, Boston University and Economics for Entrepreneurs.

Shareholding: 0.

In accordance with the Swedish Corporate Governance Code, dependent in relation to the company, independent in relation to the Group management and major shareholders.



Christian Hermelin

Born: 1964

CEO of Fabege AB. Director since 2007.

Employed in Fabege since 1998 and in current position since 2007.

Education: Bachelor's degree in Business Administration.

Shareholding: 71,400 shares.

In accordance with the Swedish Corporate Governance Code, dependent in relation to the company and the Group management, independent in relation to major shareholders.



Märtha Josefsson

Born: 1947

Director since 2005.

Other directorships: Chairman of the Board of Svenska Lärarfonder AB. Director of Luxonen S.A, Investment AB Öresund, Opus Prodox AB, Second AP Fund and Skandia Fonder AB.

Education: Bachelor's degree in Economics.

Shareholding: 70,000 shares.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company, the Group management and major shareholders.



Pär Nuder

Born: 1963

Director since 2010.

Other directorships: Chairman of Sundbybergs Stadshus AB.

Director of Orrefors Kosta Boda AB and Swedegas AB.

Senior Director Albright Stonebridge Group.

Education: LL.M.

Shareholding: 0.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company, the Group management and major shareholders.

Appendix I



Erik Paulsson

Born: 1942

Chairman of the Board since 2007 and Director since 1998.

Other directorships: Chairman of the Board of Backahill AB, Diös Fastigheter AB, SkiStar AB and Wihlborgs Fastigheter AB. Director of Brinova Fastigheter AB and Nolato AB.

Education: Lower secondary school. Business manager since 1959.

Shareholding: 66,596 shares as well as via Brinova.

In accordance with the Swedish Corporate Governance Code, dependent in relation to the company, the Group management and major shareholders.



Svante Paulsson

Born: 1972

Director since 2007.

Other directorships: Responsible for strategy and projects in Backahill AB. Deputy Chairman of the Board of Backahill AB. Director of Bilja AB, PEAB AB, AB Cernelle and Ängelholms Näringsliv AB.

Education: Lower secondary school, High School in the US.

Shareholding: 162,318 shares.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company and the Group management, dependent in relation to major shareholders.



Mats Qviberg

Born: 1953

Director since 2001.

Other directorships: Chairman of the Board of Bilja AB. Deputy Chairman of the Board of Investment AB Öresund. Director of SkiStar AB.

Education: Bachelor's degree in Business Administration.

Shareholding: 2,890,036 shares.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company, the Group management and major shareholders.



Eva Eriksson

Born: 1959

Other directorships: Deputy Chairman of the Board of BWG Homes ASA. Director of ByggPartner AB, Fortin AS (formerly DnBNORs Eiendomsfond) and Strategisk Arkitektur AB.

Education: Master of Science in engineering.

Shareholding: 0.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company, the Group management and major shareholders.

Stockholm i februari 2011

Fabege AB (publ)
Valberedningen

Item 13 – Resolution on guidelines for the composition of the Nomination Committee

The Nomination Committee for Fabege AB (publ), comprising Anders Silverbåge, Chairman, (Brinova Fastigheter AB), Erik Törnberg (Investment AB Öresund), Gustaf Colliander (Cohen & Steers) and Thomas Ehlin (Nordea Funds), which jointly represents approximately 29.0 per cent of the shares and votes in Fabege at 31 January 2011, proposes the following:

The proposal entails minor adjustments compared with the guidelines for the preceding year, whereby in the event of significant ownership changes, the Nomination Committee must offer a position to the new owner, either by changing the composition of the Nomination Committee or by increasing the number of Committee members.

The following guidelines will apply for the composition of the Nomination Committee:

1. The Nomination Committee shall consist primarily of one representative for each of the four largest shareholders. If an owner wants to waive his/her place, this place shall be offered to the next largest shareholder. In addition, the Nomination Committee may decide to include the Chairman of the Board as a member of the Nomination Committee. The name of the members of the Nomination Committee and the owners they represent must be announced not later than six months prior to the AGM and based on the published ownership immediately prior to the announcement. The Nomination Committee's period in office extends until a new Nomination Committee has been appointed. The Chairman of the Nomination Committee shall be the member representing the largest shareholder, unless otherwise agreed by the Nomination Committee.
2. In the event of significant ownership changes among the largest owners and, if following this significant change, a new shareholder has been added to represent one of the four largest shareholders, the Nomination Committee shall offer this shareholder a seat on the Nomination Committee either by deciding that this shareholder shall replace the smallest of the four largest shareholders after the change or by increasing the Nomination Committee by one member. The owner appointing a representative in the Nomination Committee is entitled to discharge such a member and appoint a new representative. The changes in the Nomination Committee must be published.
3. The Nomination Committee must submit proposals on the following issues for resolution by the AGM:
 - a. proposal for Chairman of the AGM
 - b. proposal for Directors
 - c. proposal for Chairman of the Board
 - d. proposal for Directors' fees, distributed between the Chairman and other Directors, and any remuneration for committee work
 - e. proposal for auditors
 - f. proposal for remuneration of the company's auditors
 - g. any proposals for changes in the guidelines for the composition of the Nomination Committee.

4. The company is responsible for defraying appropriate expenses deemed necessary by the Nomination Committee to fulfil its task.

Stockholm, February 2011

Fabege AB (publ)
Nomination Committee

Item 14 – Resolution on principles for remuneration of company management

Company management is defined as the Chief Executive Officer and other senior executives. All Directors, 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 of Directors' motions concerning principles for remuneration and other terms of employment for management are as follows:

Remuneration should be market-based and competitive. Responsibilities and executed performance that are in the interest of the shareholders must be reflected in the remuneration. 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 2.5m (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 are to 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 are to 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.

At the time of the 2011 AGM, the company has no remuneration obligations that have not fallen due, apart from the current obligations to senior executives in accordance with the remuneration principles resolved by the 2010 AGM.

Stockholm, February 2011

Fabege AB (publ)
Board of Directors

Auditors' statement in accordance with Chapter 8, section 54 of the Swedish Companies Act (2005:551) concerning compliance with the Annual General Meeting's instructions for remuneration of senior management

To the Board of Directors of Fabege AB (publ), Corporate Registration Number 556049-1523

Introduction

We have examined whether, with respect to the 2010 financial year, the Board of Directors and the CEO of Fabege AB (publ) have complied with the instructions for remuneration of senior management as adopted by the Annual General Meetings held on 31 March 2009 and 24 March 2010, respectively. The Board of Directors and the CEO are responsible for ensuring compliance with the instructions. Our responsibility is to submit a statement, based on our review, to the Annual General Meeting (AGM) regarding whether the instructions have been complied with.

Focus and scope of the review

The review was conducted in accordance with FAR recommendation RevR 8 Examination of remuneration of senior management of publicly listed companies. This means that we have planned and conducted the review in order to state with high but not absolute assurance whether the instructions established by the AGM have essentially been complied with. The review has encompassed the company's organisation for and documentation of matters relating to the remuneration of senior executives, new decisions on remuneration that have been made and a sample of the payments that have been made during the financial year to senior executives. We believe that our review provides a reasonable basis for our opinion below.

Conclusion

In our opinion, the Board and CEO of Fabege AB (publ) in the 2010 financial year complied with the instructions for remuneration of senior executives that were established at the AGMs on 31 March 2009 and 24 March 2010, respectively.

Stockholm, 17 February 2011
Deloitte AB

Svante Forsberg
Authorised Public Accountant

Item 15 – Resolution on authorisation for the Board to acquire and transfer own shares

A. The Board of Directors proposes that the AGM resolve to authorise the Board of Directors to acquire company shares according to the following criteria:

1. Acquisitions may occur on the Stockholm Exchange.
2. Acquisitions may occur on one or more occasions, during the period until the next AGM.
3. Acquisitions may not exceed a number of treasury shares that results in the Group's total holdings after acquisitions amounting to a maximum of 10 per cent (10) of all shares in the company.
4. Acquisitions may occur at a price per share that is within the registered price interval at any time.
5. Payment for the acquired own shares must be in cash.

B. The Board of Directors proposes that the AGM resolve to authorise the Board to transfer the company's treasury shares according to the following conditions:

1. Transfers may occur disapplying the pre-emptive rights of existing shareholders, but not on the Nasdaq OMX Stockholm.
2. Transfers may occur on one or more occasions during the period up to the next AGM.
3. Transfers may occur of all treasury shares held by the company at the time of the Board's decision.
4. Transfers may occur at a price per share that is within the registered price interval at any time.
5. Payment for transferred shares shall be in kind, offsetting of the company's debt or in another manner subject to terms and conditions, but not in cash.

The purpose of the authorisation according to A and B above is to continuously adapt the company's capital requirements and thereby improve shareholder value, and to be able to transfer shares as payment or for financing any property or business acquisitions.

Statement by the Board of Directors in accordance with Chapter 19, section 22 of the Swedish Companies Act (2005:551)

The Board of Directors proposes that the AGM authorise the Board, during the period until the next AGM, to acquire a maximum of 10 per cent (10) of all shares issued in the company. The company currently owns a total of 2,411,488 treasury shares, or approximately 1.5 per cent of the total number of issued shares (no shares are proposed for redemption).

Based on the grounds stated in the Board's statement in accordance with Chapter 18, section 4 of the Swedish Companies Act, pertaining to the proposed dividend, the Board finds that the proposed authorisation is justified with respect to the parameters stated in Chapter 17, section 3, second and third paragraphs of the Swedish Companies Act (prudence rule).

Accordingly, the Board of Directors believes that the proposal for authorisation is justified with respect to:

1. the requirements of the nature, scope and risks that the operations (of the company and the Group) impose on the size of the equity and
2. the company's and the Group's consolidation requirement, liquidity and general position.

Appendix M

In addition, the Board of Directors believes that it is the duty of the Board, when exercising the authorisation, to prepare a new justified statement as to whether, considering the prevailing conditions, the current acquisition of own shares is justifiable pursuant to the provisions in Chapter 17, Section 3, paragraphs 2 and 3 of the Swedish Companies Act.

Resolution in accordance with the Board of Directors' motion on this item requires that the AGM resolution be supported by not less than two thirds of the votes cast and the shares represented at the Annual General Meeting.

Stockholm, February 2011

Fabege AB (publ)
Board of Directors

Item 16 – Resolution concerning approval of the sale of the Stockholm Hammarby Gård 7 property to Oscar Properties AB

The Board proposes that the Annual General Meeting resolve on the approval of the direct or indirect sale of the Stockholm Hammarby Gård 7 property to Oscar Properties AB, corp. reg. no. 556734-7777. Since Oscar Engelbert is a member of the Fabege Board and at the same time has controlling influence over Oscar Properties AB, the Swedish Companies Act and the provisions of the listing agreement with Nasdaq OMX Stockholm require that the transaction be approved by a General Meeting of shareholders in Fabege by a 9/10 majority.

Board's statement regarding the transaction

The property is located in Hammarby Sjöstad and that portion of the property currently being proposed for divestment is undeveloped and detail planned for housing comprising about 170 flats.

In the first instance, it is proposed that the sale be implemented through sale of a Fabege subsidiary that at the time of the transfer owns that portion of the property being proposed for divestment. In other respects, the sale shall be conducted on market terms and at an underlying property value of SEK 265m. The value exceeds the assessed market value according to a valuation statement issued by Newsec Advice AB. The estimated capital gain for Fabege after tax is SEK 140m.

The date of possession in the transfer agreement shall be the day when the decision has been made regarding construction of a protective screen in the form of a commercial structure facing the heating plant. The parties shall jointly strive to secure a decision on construction of the screen as soon as possible, and it is estimated that such a decision will be secured within one year. Fabege is engaged in discussions with the city concerning how to build the screen in the best possible way. The commercial section of the property is not included in the proposed transaction.

Board member Oscar Engelbert has not participated in preparation of this matter.

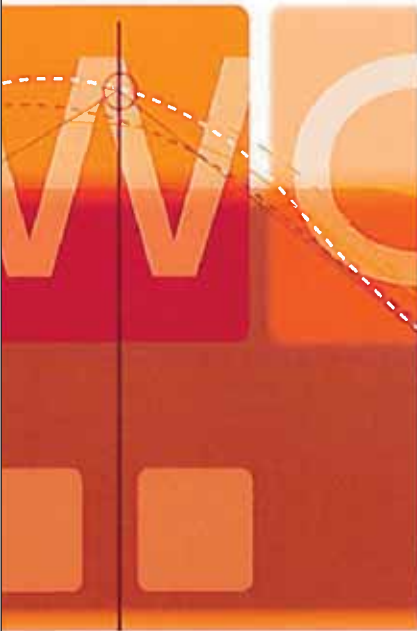
Stockholm, March 2011

Fabege AB (publ)
Board of Directors



CERTIFICATE OF VALUATION

RESIDENTIAL BUILDING RIGHTS ON
THE PROPERTY HAMMARBY GÅRD 7



NEWSEC ADVICE AB

HAMMARBY GÅRD 7, STOCKHOLM

NEWSEC

Certificate of valuation regarding residential building rights on the property Hammarby Gård 7

1.1 Background

In connection to the turn of the year 2010/2011 Newsec valued a part of Fabege AB's real estate portfolio, among which the object labeled above was included.

1.2 Time of valuation

The date of valuation was December 2010.

1.3 Conditions

The valuation is valid provided that the land or buildings belonging to the target property is/are not in need of decontamination or that no other kind of environmental encumbrance exists which, for example, could mean that the property might be encumbered with a responsibility for decontamination or with some other penalty under the Environmental Code of Sweden.

1.4 Short description of the target property

The target property is located next to Hammarby channel in Hammarby Sjöstad. Hammarby Sjöstad has during the recent decade developed from an industrial area to a modern residential area with an element of commercial premises. The area is expected to be fully developed in 2017.

Buildings on the target property have been torn down, the remaining 'annex' will be demolished and only the three buildings along the waterline will be left intact. The modernization of these buildings is currently under progress and is planned to be finished in 2012.

The building rights on the target property add up to 30,000 sqm office area, 16,000 sqm residential area and 5,000 sqm retail premises.



HAMMARBY GÅRD 7, STOCKHOLM

NEWSEC

1.5 Valuation assessment of residential building rights

The valuation has been conducted using sales comparison material, hypothetical cash-flow calculations and assessments based on experience. Specific qualities of the target property like location, vicinity and municipal planning prerequisites, have also been considered in the valuation process.

The value of the building rights have been estimated to approximately SEK 8,500/sqm gross area for residential premises, which results in a total of SEK 136 million. Although the residential demand is substantial in the area, the value of the residential building rights are not estimated to be higher due to the fact that the commercial building rights are prerequisites for the residential construction, and currently the demand for commercial premises in this location is relatively low.

1.6 Final assessment

The market value for the residential building rights on the property Stockholm Hammarby Gärd 7 at the date of valuation in December 2010 are estimated at **SEK 136 000 000 (SEK 136 million)**

Stockholm, 09/03/2011

NEWSEC ADVICE AB

Susanne Hörnfeldt

Real Estate Valuer, authorized by ASPECT



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Fabege 