

Please note – this is an unofficial translation of the Swedish original

Agenda proposal for the Annual General Meeting of Fabege AB (publ) in Solna, Monday 11 April 2016 at 3:00 pm CET.

1. Opening of the Meeting.
2. Election of Chairman of the Meeting, **Appendix A.**
3. Preparation and approval of voting list, **Appendix B.**
4. Approval of the agenda, **Appendix 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, **Appendix D.** In this connection, a 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, **Appendix 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, **Appendix E.**
9. Resolution on the number of Directors and, in this connection, a presentation by the Nominating Committee of its work, **Appendices A and F.**
10. Determination of remuneration of the Board of Directors and auditors, **Appendix G.**
11. Election of Board members and Chairman of the Board, **Appendix H.**
12. Election of auditors, **Appendix I.**
13. Resolution on guidelines for the composition of the Nominating Committee, **Appendix J.**
14. Resolution on principles for remuneration of Company Management, **Appendices K and L.**
15. Resolution authorising the Board of Directors to decide on acquisition and transfer of the company's own shares, **Appendix M.**
16. Other items.
17. Closing of the Meeting.

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Item 2 and 9 – Election of Chairman of the Annual General Meeting and resolution concerning the number of Board members

The Nominating Committee for Fabege AB (publ), comprising Bo Forsén, (Backahill AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar fondförvaltning) Gustav Lindner (Investment AB Öresund) and Mats Qviberg (Qviberg family), which jointly represents 23.16 per cent of the shares and votes in Fabege at 31 January 2016, proposes the following:

Item 2 – Election of Chairman of the Meeting

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

Item 9 – Resolution concerning the number of Directors

The Nominating Committee proposes that the Annual General Meeting resolve that the number of Directors be eight, with no deputy members.

Stockholm, March 2016

Fabege AB (publ)
Nominating Committee

Item 3 – Preparation and approval of the voting list

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

Stockholm, March 2016

Faberge AB (publ)
Board of Directors

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Item 4 – Approval of the agenda

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the 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 Auditor's Report. In this connection, a presentation by the Chief Executive Officer.
8. Resolutions regarding
 - a) adoption of the Profit and Loss Account and the 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) record date, should the Meeting decide on dividend payment.
9. Resolution on the number of Directors and, in this connection, a presentation by the Nominating Committee of its work.
10. Determination of remuneration to the Board of Directors and auditors.
11. Election of Directors and Chairman of the Board.
12. Election of auditors.
13. Resolution on guidelines for the composition of the Nominating Committee.
14. Resolution on principles for remuneration of Company Management.
15. Resolution authorising the Board of Directors to decide on acquisition of own shares and transfer such treasury shares to other parties.
16. Other items.
17. Closing of the Meeting.

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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.

The Annual Report documents are available on the company’s website, www.fabege.se, from 29 February 2016. The documents will also be available at the Annual General Meeting.

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

Stockholm, March 2016

Fabege AB (publ)
Board of Directors

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

The Board of Directors proposes that the Annual General Meeting resolve to approve a dividend payment of SEK 3.50 per share for 2015. The proposed record date for payment of the dividend is 13 April 2016. Should the Annual General Meeting approve the motion, the dividend is scheduled to be distributed by Euroclear Sweden AB on 18 April 2016.

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 4.7 per cent of the company's equity and 3.5 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

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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 -368m (-609), has been taken into account.

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, March 2016

Fabege AB (publ)
Board of Directors

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Item 9 – Report on work of Fabege AB’s nominating committee ahead of the 2016 Annual General Meeting

Background

On 23 September 2015, it was announced that a Nominating Committee had been formed with representatives of the largest shareholders that had accepted the invitation to participate in accordance with a resolution at Fabege’s 2014 Annual General Meeting. The members appointed to the Nominating Committee are: Bo Forsén (Backahill AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar fondförvaltning) Gustav Lindner (Investment AB Öresund) and Mats Qviberg (familjen Qviberg). Bo Forsén has served as Chairman of the Committee. The four owners represent a combined total of approximately 23,16 per cent of the voting rights of Fabege at 31 January 2016. The Nominating Committee fulfils the requirements of the Code of Corporate Governance pertaining to composition and independence.

The task of the Nominating Committee is to submit proposals to Fabege’s 2016 Annual General Meeting concerning the following:

- Election of Chairman of the Meeting
- Election of Directors
- Election of Chairman of the Board
- Election of Auditor
- Fees to be paid to Directors
- Fees to be paid to Auditors
- Resolution concerning principles for composition of the Nominating Committee

Nominating Committee’s work

The Nominating Committee held two minuted meetings and maintained continuous contact between these meetings. As the basis for the Committee’s work, the Directors have been contacted individually, giving their opinions on how the Board’s work has been conducted. The Nominating Committee also met the company’s Chairman of the Board to discuss the Board’s composition and working methods.

After having discussed the size and composition of the Board of Directors, the Nominating Committee proposes that the Board shall comprise eight elected members without deputies. As the CEO has declined re-election the Board of Directors will have two new Directors. The Nominating Committee believes that the proposed new Directors will strengthen the Board of Directors competence in important areas. It is the Nominating Committees opinion that the competencies and experience of the Board members therefore meet the requirements that can be placed. The gender perspective has been considered and by the Nominating Committees proposal an even gender distribution in the Board of Directors is obtained.

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The Nominating Committee proposes re-election of Directors Eva Eriksson, Märtha Josefsson, Pär Nuder, Mats Qviberg, Erik Paulsson and Svante Paulsson and election of Directors Anna Engebretsen and Anette Asklin. Furthermore the Nominating Committee proposes re-election of Erik Paulsson as Chairman of the Board.

The Nominating Committee has also discussed the independence of the Directors. The proposal concerning membership of the Fabege Board complies with the prevailing requirements in terms of the Directors' independence in relation to the company, company management and the company's major shareholders.

A more detailed presentation of the proposed Directors is available on the company's website, www.fabege.se (in Appendix H to Item 11 in the proposed agenda for the 2016 Annual General Meeting).

With respect to the fees to be paid to Directors, the Nominating Committee proposes that fees total SEK 2,350,000 (1,950,000), to be distributed as follows:

SEK 800,000 (800,000) to the Chairman of the Board,
 SEK 200,000 (200,000) to other Directors not employed by the company, and
 SEK 150,000 (150,000) as remuneration for work conducted by the Audit Committee, with the chairman receiving SEK 70,000 (70,000) and each of the two (two) members receiving SEK 40,000 (40,000).

The Nominating Committee proposes re-election of Deloitte AB as auditor, with Kent Åkerlund as auditor-in-charge. The Nominating Committee also proposes that the Annual General Meeting resolve that remuneration to auditors be paid according to approved invoicing, as in the past.

The Nominating Committee proposes unchanged principles governing its composition prior to the 2017 Annual General Meeting, whereby the Nominating Committee is to consist primarily of one (1) representative from each of the four major shareholders and that the composition of the Nominating Committee must be announced no later than six months prior to the Annual General Meeting. The Committee chairman will be the member who represents that largest shareholder.

Summary of the Nominating Committee's proposals

The Nominating Committee proposes that Fabege's 2016 Annual General Meeting resolves to:

- elect Erik Paulsson as Chairman of the Meeting

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- appoint eight Directors and without deputies
- re-elect Directors Eva Eriksson, Märtha Josefsson, Pär Nuder, Mats Qviberg, Erik Paulsson and Svante Paulsson
- elect Anna Engebretsen and Anette Asklin
- re-elect Erik Paulsson as Chairman of the Board
- re-elect Deloitte AB with Kent Åkerlund as auditor-in-charge
- approve Director fees totalling SEK 2,350,000, with the Chairman of the Board receiving SEK 800,000, each Director not employed by the company SEK 200,000, and the Audit Committee SEK 150,000 for the work it performs
- pay audit fees according to approved invoicing
- that the principles for appointing the Nominating Committee remain unchanged.

The Nominating Committee's complete proposals are included in the official announcement of the Annual General Meeting. Additional information about the Directors is available on Faberge's website.

Stockholm, March 2016
Faberge AB (publ)
Nominating Committee

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Item 10 – Determination of remuneration of the Board of Directors and auditors

The Nominating Committee of Fabege AB (publ), comprising Bo Forsén, Chairman, (Backahill AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar fondförvaltning) Gustav Lindner (Investment AB Öresund), and Mats Qviberg (Qviberg family), which jointly represents 23,16 per cent of the shares and votes in Fabege at 31 January 2016, proposes the following remuneration of the Board of Directors and auditors:

Directors' fees totalling SEK 2,350,000 (1,950,000) to be distributed as follows:

- SEK 800,000 (800,000) to the Chairman of the Board,
- SEK 200,000 (200,000) to the other five Directors not employed by the company, and
- SEK 150,000 (150,000) as remuneration for work in the Board's Audit Committee, to be distributed as SEK 70,000 (70,000) to the Chairman and SEK 40,000 (40,000) each to the two members.

Furthermore, the Nominating Committee proposes the Annual General Meeting resolve that remuneration to auditors, as in the past, be paid in accordance with approved invoicing.

Stockholm, March 2016

Fabege AB (publ)
Nominating Committee

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Item 11 – Election of Board Members and Chairman of the Board

The Nominating Committee’s proposal concerning the election of the Board Members and Chairman of the Board, Annual General Meeting 2016

The Nominating Committee of Fabege AB (publ) comprising Bo Forsén, chairman (Backahill AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar fondförvaltning), Gustav Lindner (Investment AB Öresund) and Mats Qviberg (Qviberg family), who jointly represent 23.16 per cent of the shares and votes in Fabege as per January 31 2016, hereby proposes the following:

Election of ordinary Board Members Anette Asklin and Anna Engebretsen. Re-election of Board Members: Eva Eriksson, Märtha Josefsson, Pär Nuder, Erik Paulsson, Svante Paulsson and Mats Qviberg. Thereby it is proposed that the number of members of the Board amounts to eight, without any board alternates. Erik Paulsson is nominated as Chairman of the Board.

Anette Asklin

Born: 1961.

Proposed Board Member.

Other directorships: Chairman of the Board of GU Ventures AB.

Board member of Tribona AB, Backa Läkarhus AB and Fondstyrelsen at Göteborgs Universitet

Education: Bachelor’s degree in Business Administration.

Shareholding:-

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



Anna Engebretsen

Born: 1982.

Proposed Board Member.

Other directorships: Market and sponsoring SkiStar AB. Board member of Investment AB Öresund, Bilia AB and MQ Holding AB

Education: Bachelor’s degree in Business Administration

Shareholding: 200 000

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



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Eva Eriksson

Born: 1959.

Board Member since 2011.

Other directorships: Board member of Hemsö Fastighets AB

Education: Master of Science in engineering.

Shareholding: 10 000

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



Märtha Josefsson

Born: 1947.

Board Member since 2005.

Other directorships: Board member of Skandia Fonder AB, World Wildlife Fund, Fastighets AB Norrporten and Investment AB Öresund.

Education: Bachelor's degree in Economics.

Shareholding: 120,960.

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



Pär Nuder

Born: 1963.

Board Member since 2010.

Other directorships: Chairman of AMF Pension AB, Tredje AP-fonden, Öbergs Färghus and Hemsö Fastighets AB. Board member of SkiStar AB, Beijer Invest AB and Cleanergy. Senior Counsellor Albright Stonebridge Group.

Education: LL.M.

Shareholding: 10,007.

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



Erik Paulsson

Born: 1942.

Chairman of the Board since 2007 and Board Member since 1998.

Other directorships: Chairman of the Board of Backahill AB, SkiStar AB and Wihlborgs Fastigheter AB. Board Member of Catena AB.

Education: Lower secondary school. Business manager since 1959.

Shareholding: 25 184 285 shares privately and via company.

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



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Svante Paulsson

Born: 1972.

Board Member since 2007.

Other directorships: Responsible for strategy and projects in Backahill AB. Deputy Chairman of the Board of Backahill AB. Board Member of Bilia AB, Diös Fastigheter AB and AB Cernelle.

Education: High School in the USA.

Shareholding: 164 068 with family and company.

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



Mats Qviberg

Born: 1953.

Board Member since 2001.

Other directorships: Chairman of the Board of Bilia AB and Investment AB Öresund.

Education: Bachelor's degree in Business Administration.

Shareholding: 3,150,128 shares with wife.

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



Stockholm, March 2016

Fabege AB (publ)
Nominating Committee

Please note – this is an unofficial translation of the Swedish original.

Item 12 – Election of auditors

The Nominating Committee of Fabege AB (publ) comprising Bo Forsén, chairman (Backahill AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar fondförvaltning), Gustav Lindner (Investment AB Öresund), and Mats Qviberg (Qviberg family), who jointly represent 23.16 per cent of the shares and votes in Fabege as per 31 January 2016, hereby proposes the following:

Election of the registered auditing firm of Deloitte AB as auditor, with Kent Åkerlund as auditor-in-charge. The election will be valid until the 2017 Annual General Meeting.

Kent Åkerlund

Born: 1974.

Joint Auditor-in-Charge at Fabege since 2005. Chief Auditor since 2013. Authorised Public Accountant at Deloitte AB.

Audit assignments in other major companies: Clas Ohlson, Bactiguard, FastPartner, SATS and Tagehus.

Stockholm, March 2016

Fabege AB (publ)
Nominating Committee

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

The Nominating Committee for Fabege AB (publ), comprising Bo Forsén, Chairman, (Backahill AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar fondförvaltning), Gustav Lindner (Investment AB Öresund) and Mats Qviberg (Qviberg family), which jointly represents 23.16 per cent of the shares and votes in Fabege at 31 January 2016, proposes the following unchanged guidelines:

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

1. The Nominating 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 Nominating Committee may decide to include the Chairman of the Board as a member of the Nominating Committee. The name of the members of the Nominating Committee and the owners they represent must be announced not later than six months prior to the Annual General Meeting and based on the published ownership immediately prior to the announcement. The Nominating Committee's period in office extends until a new Nominating Committee has been appointed. The Chairman of the Nominating Committee shall be the member representing the largest shareholder, unless otherwise agreed by the Nominating Committee.
2. In the event of a significant ownership change 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 Nominating Committee shall offer this shareholder a seat on the Nominating Committee either by deciding that this shareholder shall replace the smallest of the four largest shareholders after the change or by increasing the Nominating Committee by one member. The owner appointing a representative in the Nominating Committee is entitled to discharge such a member and appoint a new representative. The changes in the Nominating Committee must be published.
3. The Nominating Committee must submit proposals on the following issues for resolution by the Annual General Meeting:
 - a. proposal for Chairman of the Annual General Meeting
 - 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 Nominating Committee.

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

Stockholm, March 2016

Fabege AB (publ)
Nominating Committee

Please note – this is an unofficial translation of the Swedish original.

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 2.7m (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 two (2) 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 2016 Annual General Meeting, 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 2015 Annual General Meeting.

Stockholm, March 2016

Fabege AB (publ)
Board of Directors



Auditors' report in accordance with Chapter 8, Section 54, of the Swedish Companies Act (2005:551) regarding compliance with the guidelines for remuneration to senior executives approved by the Annual General Meeting.

To the Annual General Meeting of the Fabege AB (publ) ¹

Corporate Identity Number: 556049-1523

We have audited whether the Board of Directors and the managing director of Fabege AB (publ) have complied with the guidelines for remuneration to senior executives during the financial year 2015 which were approved by the Annual General Meeting on March 25, 2014 and by the Annual General Meeting on March 26, 2015.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for compliance with these guidelines and for such internal control as the Board of Directors and the Managing Director determine is necessary to enable compliance with these guidelines.

Auditor's responsibility

Our responsibility is to express an opinion, based on our audit, to the Annual General Meeting as to whether the guidelines have been complied with. We conducted our audit in accordance with FAR's standard RevR 8 *Audit of Remuneration to Senior Executives in Listed Companies*. This standard requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the guidelines have, in all material aspects, been complied with.

Our audit has included a review of the organization for and the documentation supporting the remuneration to senior executives as well as new decisions related to compliance with the guidelines. Our procedures have also included testing a sample of payments during the year to senior executives. The procedures selected depend on the auditor's judgment, including the assessment of the risks of whether the guidelines have not, in all material aspects, been complied with. In making those risk assessments, the auditor considers internal control relevant to the compliance of the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit procedures provide a reasonable basis for our opinion, as set out below.

Opinion

In our opinion, the Board of Directors and the Managing Director of Fabege AB (publ) have, during the financial year 2015 complied with the guidelines for remuneration to senior executives which were approved by the Annual General Meeting on March 25, 2014 and by the Annual General Meeting on March 26, 2015.

Stockholm March 9, 2016

Deloitte AB

Signature on Swedish original

Kent Åkerlund
Authorized Public Accountant

¹ This is a translation of the Swedish language original.

In the event of any differences between this translation and the Swedish language original, the latter shall prevail.

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Item 15 – Resolution authorising the Board of Directors to decide on acquisition of own shares and transfer such treasury shares to other parties.

A. The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to make decisions concerning acquisitions of the company's own shares, subject to the following conditions:

1. Acquisitions may occur on the Stockholm Exchange.
2. Acquisitions may occur on one or more occasions, during the period until the next Annual General Meeting.
3. Acquisitions may not exceed a number of treasury shares that results in the Group's total holdings after the acquisitions amounting to a maximum of ten (10) per cent 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 Annual General Meeting resolve to authorise the Board to transfer the company's treasury shares subject to the following conditions:

1. Transfers may occur on the Stockholm Exchange or in another manner by disapplying the pre-emptive rights of existing shareholders.
2. Transfers may occur on one or more occasions during the period up to the next Annual General Meeting.
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 cash, in kind, through offsetting of the company's debt or in another manner subject to terms and conditions.

The purpose of the authorisations according to A and B above is to continuously be able to 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 Annual General Meeting authorise the Board, during the period until the next Annual General Meeting, to acquire a maximum of ten (10) per cent of all shares issued in the company. The company currently has no shares held in treasury.

Based on the grounds stated in the Board's statement in accordance with Chapter 18, Section 4 of the Companies Act, pertaining to the proposed dividend, the Board finds that the

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proposed authorisation is justified with respect to the parameters stated in Chapter 17, Section 3, paragraphs 2 and 3 of the Companies Act (prudence rule).

Accordingly, it is the opinion of the Board of Directors that the motion concerning 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 position in general.

The Board of Directors is also to take into account that it is its duty, when exercising the authorisation, to prepare a new reasoned statement as to whether, considering the prevailing conditions, the acquisition of own shares being considered is justifiable pursuant to the provisions in Chapter 17, Section 3, paragraphs 2 and 3 of the Companies Act.

Resolution of this item in accordance with the Board of Directors' motion requires that the Annual General Meeting resolution be supported by no less than two thirds of the votes cast and the shares represented at the Annual General Meeting.

Stockholm, March 2016

Fabege AB (publ)
Board of Directors

Please note – this is an unofficial translation of the Swedish original.

Nominating Committee’s reasoned opinion ahead of Fabege AB’s 2016 Annual General Meeting

On 23 September 2015, Fabege announced that a Nominating Committee had been formed with representatives of the largest shareholders, who had accepted participation, in accordance with a resolution passed at the company’s 2015 Annual General Meeting. Bo Forsén (Backahill AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar Fondförvaltning), Gustav Lindner (Investment AB Öresund) and Mats Qviberg (the Qviberg family) were thus elected to the Nominating Committee. Bo Forsén has served as Chairman of the Nominating Committee. The four owners represent a combined total of approximately 23.16 per cent of the voting rights of Fabege at 31 January 2016.

Reasoned opinion underlying the Nominating Committee’s proposal concerning the election of Directors

The proposal made by the Nominating Committee of Fabege AB (publ) concerning the nominating of Directors is based on the following reasoning.

The Nomination Committee proposes that the Board be expanded by one member and by the CEO declined re-election, the Board will have two new members. The Nomination Committee believes that the proposed members will strengthen the Board's expertise in key areas. It is the Nominating Committee’s view that the Board's expertise and experience thus meets the demands set. The gender perspective has been taken into account and by the Nomination Committee's proposal, gender equality of the Board is obtained.

The Nominating Committee has concluded that the proposed Board of Directors, taking into account the company’s business, financial position and other circumstances, has an appropriate composition for being able to meet the requirements imposed by the company’s operations. The Nominating Committee has thus paid particular attention to the company’s strategic development, governance and control, as well as the requirements imposed by these factors on the Board’s competency and composition.

In view of the above, the Nominating Committee has proposed re-election of Erik Paulsson as Chairman of the Board, re-election of the Directors Eva Eriksson, Märtha Josefsson, Pär Nuder, Mats Qviberg, Svante Paulsson and election of Anna Engebretsen and Anette Asklin.

The Nominating Committee has also discussed the independence of the Directors. The proposal concerning the election of Directors of Fabege satisfies the prevailing requirements in respect of the independence of Directors.

Stockholm, March 2016
Fabege AB (publ)
Nominating Committee