

Notice to Annual General Meeting in Atrium Ljungberg AB (publ)

The shareholders of Atrium Ljungberg AB (publ) are hereby invited to the Annual General Meeting to be held on Wednesday 5 April 2017 at 5.00 p.m. at Marcusplatsen 19 in Sickla, Nacka

Notice of Attendance

Shareholders who wish to attend the General Meeting shall:

- (i) have entered into the share register kept by Euroclear Sweden AB on Thursday 30 March 2017; and
- (ii) give notice of his or her intention to participate at the General Meeting no later than Friday 31 March 2017. Notice of attendance at the General Meeting shall be made in writing to Atrium Ljungberg AB, P.O. Box 4200, SE-131 04 Nacka, or by telephone +46 8 615 89 00, or via the Company's website www.al.se, or by e-mail to info@al.se. When giving notice of participation, the shareholder shall state name, personal identification number or company registration number, telephone number and number of shares represented at the General Meeting. If participation is by way of proxy, such document should be submitted in connection with the notice of participation at the General Meeting. For shareholders who wish to participate at the General Meeting by proxy, a proxy form will be available at the company's website, www.al.se and may be ordered by contacting the Company at the above telephone number.

Shareholders with nominee-registered shares must, in order to participate at the General Meeting, temporarily register the shares in his or her own name. Such shareholder must notify its nominee regarding the above-mentioned matter in due time prior to 30 March 2017.

Matters to be dealt with at the Meeting

1. Election of Chairman of the Meeting
2. Approval of the agenda
3. Preparation and approval of the voting list
4. Election of at least one person to certify the minutes
5. Establishment of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statement and the Group Auditor's Report
7. Resolution regarding adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet
8. Resolution regarding discharge from liability for the members of the Board of Directors and the Managing Director
9. Resolution regarding appropriation of the company's profit according to the adopted balance sheet
10. Resolution regarding the number of members of the Board of Directors
11. Resolution regarding fees for the Board of Directors and the Auditors

12. Election of members of the Board of Directors
13. Resolution regarding Guidelines for remuneration of the Senior Executives of the Company
14. Authorisation for the Board of Directors to resolve to issue new shares
15. Authorisation for the Board of Directors to resolve to purchase own shares of the Company
16. Closing of the Meeting

Proposals

Election of Chairman of the Meeting (item 1)

The Nomination Committee, consisting of Per-Erik Hasselberg (also Chairman of the Nomination Committee), representing the Holmström Family, Lars Ericson, representing Konsumentföreningen Stockholm, Hans Hedström, representing Carnegie Fonder, Johan Ljungberg, representing the Ljungberg Family and Ilkka Tomperi, representing Ömsesidiga arbetspensionsförsäkringsbolaget Varma, proposes Johan Ljungberg to be elected as Chairman of the Meeting.

Resolution regarding appropriation of the company's profit according to the adopted balance sheet (item 9)

The Board of Directors proposes a distribution of SEK 3.95 per share to be paid as ordinary dividend for the financial year 2016. It is proposed that record date for the dividend shall be Friday 7 April 2017. If the General Meeting is resolving in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden AB on Wednesday 12 April 2017.

Election of members of the Board of Directors, fees etc. (items 10-12)

The Nomination Committee has presented the following proposals:

- that the Board of Directors shall consist of six ordinary members of the Board of Directors;
- that the fees for the Board of Directors shall be SEK 1,400,000 of which SEK 400,000 shall be allocated to the Chairman and SEK 200,000 to each of the other members of the Board of Directors;
- that remuneration for the auditors shall be paid in accordance with approved invoices; and
- that the following members of the Board of Directors shall be re-elected: Johan Ljungberg (also re-elected as Chairman of the Board of Directors), Simon de Château, Sune Dahlqvist, Hanna Graflund Sleyman, Anna Hallberg and Erik Langby.

Resolution regarding Guidelines for remuneration of the Senior Executives of the Company (item 13)

The Board of Directors proposes the following Guidelines for remuneration of the Senior Executives of the Company.

Salaries and other terms and conditions of employment for the Senior Executives shall be on market conditions and competitive, but not market-leading in relation to other comparable companies.

The Guidelines shall apply for the Senior Executives, which currently consists of the Managing Director and business area directors. The remuneration of the Managing Director shall be proposed by the Chairman of the Board of Directors and be determined by the Board of Directors. Remuneration payable to other members of the senior management shall be proposed by the Managing Director and approved by the Board of Directors. Remuneration to the senior management, including the Managing Director, consists of fixed salary. No variable salary or performance-related remuneration shall be paid. The retirement age for the Managing Director is 62 years. For other members of the senior management, the retirement age is 65 years. Pension plans shall be defined contribution plans, which mean that the Company has no additional obligations after payment of the annual premiums.

In the event of termination of employment by the Company, the Managing Director of the Company has a notice period of twelve months. Other members of the senior management have a notice period of up to six months. In the event of termination of employment by the Company, the Managing Director of the Company is entitled to severance pay corresponding to 12 month's salary. No further severance pay exists. In addition, the terms and conditions that the Company applies to other employees of the group, either in accordance with collective agreements or in accordance with unilateral commitments by the Company to the employees, shall in relevant part also apply to the Senior Executives. The Board of Directors may depart from the above-mentioned Guidelines if there are special grounds for doing so in a particular case.

Authorisation for the Board of Directors to resolve to issue new shares (item 14)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Director, on one or more occasions during the period until the next Annual General Meeting, to resolve on share issue of a maximum of 13,300,000 Class B shares (corresponding to a dilution of approximately 10.0 percent of share capital and approximately 7.9 percent of the votes).

The purpose with the authorization is that the Company in a time efficient way shall be able to make payment in shares in connection with possible acquisitions of properties or businesses that the Company may undertake.

Authorisation for the Board of Directors to resolve to purchase own shares of the Company (item 15)

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors until the next Annual General Meeting, on one or more occasions, to resolve on repurchasing so many Class B shares that the Company's holding at no time exceeds 10 percent of all shares in the Company. The shares shall be acquired on a regulated market where shares in the Company are listed and only at a price within the price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price, or through a public offer to all shareholders, whereby the purchase shall be made at a price equivalent to the lowest quoted share price at the time and a maximum of 150 per cent of the current quoted share price. Payment for shares repurchased shall be in cash.



The Board may resolve to repurchase its own shares within the context of a repurchase program in accordance with Article 5 of the EU Market Abuse Regulation, provided the purpose of the acquisition is merely to reduce the Company's share capital.

The purposes of the authorisation is to give the Board of Directors greater scope to act when working with the Company's capital structure and thereby contribute to increased shareholder value.

A valid resolution requires approval of shareholders representing at least two-thirds of the votes cast and the shares represented.

Miscellaneous

The Annual Report for the financial year 2016 and the Board of Directors' statement in respect of the above proposal regarding profit distribution and authorisation to purchase own shares will be available at the Company as from 15 March 2017 at the address Sickla Industriväg 19 in Nacka and on the Company's website www.al.se. The Annual Report will also be distributed to shareholders prior to the AGM and can be ordered by telephone +46 8 615 89 00 or by e-mail: info@al.se. Shareholders are reminded of their right to request information at the General Meeting from the Board of Directors and the Managing Director pursuant to Chapter 7, section 32 of the Swedish Companies Act.

As of 1 March 2017, a total of 133,220,736 shares exist in the Company, representing a total of 169,220,736 votes, divided into 4,000,000 Class A shares and 129,220,736 Class B shares. The Company currently holds no own shares.

Nacka, 1 March 2017

Atrium Ljungberg AB (publ)

Board of Directors