

KUNGSLEDEN

The shareholders of

Kungsleden AB (publ)

are hereby invited to attend the Annual General Meeting, to be held on Tuesday 29 April 2014 at 2.00 p.m. at Hotel Rival, Mariatorget 3, Stockholm, Sweden.

Participation

Shareholders who wish to participate in the Annual General Meeting

- shall be registered in the shareholders' register maintained by Euroclear Sweden AB on Wednesday 23 April 2014, and
- shall notify the company of their intention to attend the Annual General Meeting not later than 4.00 p.m. on Wednesday 23 April 2014:
- by post to Kungsleden AB (publ), Att: Sinikka Arfwidsson, PO Box 70414, SE-107 25 Stockholm, Sweden,
 - by telephone, +46 (0)8 503 052 00 or
 - on www.kungsleden.se/agm2014

Upon notification, shareholders should state their name, personal-/corporate identity number, address, daytime telephone number, and, where applicable, number of proxies and advisors participating.

Representative, power of attorney etc.

- Shareholders represented by proxy or a representative should, in order to facilitate the entering at the Annual General Meeting, submit powers of attorney, certificates of registration or other documents of authorisation to the company not later than on Wednesday 23 April 2014. Please note that any powers of attorney must be submitted in original. A template proxy form is available for download on the company's website at www.kungsleden.se/agm2014

Nominee-registered shares

Shareholders whose shares are registered in the name of nominees must temporarily register their shares in their own name in the shareholders' register maintained by Euroclear Sweden AB, to be entitled to participate in the Annual General Meeting. Such procedure, so-called voting right registration, must be effected not later than on Wednesday 23 April 2014, which means that the shareholder must inform the nominee well in advance before this date.

Proposed agenda

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Annual General Meeting.
3. Drawing up and approval of the voting list.
4. Approval of the agenda.
5. Election of one or more persons to verify the minutes.
6. Determination as to whether the Annual General Meeting has been duly convened.
7. Report on the work of the Board of Directors and the Committees of the Board of Directors.
8. Presentation of the annual report and the audit report and the consolidated financial statements and the consolidated audit report for 2013 and in this connection the CEO's report on the business.
9. Resolution regarding
 - a) adoption of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet for 2013,
 - b) disposition of the company's profits in accordance with the approved balance sheet for 2013, and determination of the record date for dividends, and
 - c) discharge from personal liability of the Board of Directors and the CEO for the year 2013.
10. Report on the work of the Nomination Committee.
11. Resolution regarding the number of members of the Board of Directors, to be elected by the Annual General Meeting.
12. Resolution regarding remuneration to the Board of Directors, to the members of the committees of the Board of Directors and resolution regarding remuneration to the auditor.
13. Election of members of the Board of Directors and the Chairman of the Board of Directors.
14. Election of members of the Nomination Committee.
15. The Board of Directors' proposal for approval of guidelines concerning remuneration to the senior executives.
16. The Board of Directors' proposal for resolution to authorise the Board of Directors to resolve on repurchase of own shares.
17. Closing of the Annual General Meeting.

Proposals

- Item 2* The Nomination Committee proposes that the Chairman of the Board of Directors, Göran Larsson, is elected Chairman of the Annual General Meeting.
- Item 9 b)* The Board of Directors proposes a dividend of SEK 1.25 per share. The record date for dividend is proposed to be Monday 5 May 2014. If the Annual General Meeting resolves in accordance with the Board's proposal, the dividend is estimated to be paid out by Euroclear Sweden AB on Thursday 8 May 2014.
- Item 11* The Nomination Committee proposes that the Board of Directors shall consist of seven members.
- Item 12* The Nomination Committee proposes that:
- an annual amount of SEK 200,000 (unaltered) shall be paid to members of the Board of Directors who are not employed by the company, and that an annual amount of SEK 450,000 (unaltered) shall be paid to the Chairman of the Board of Directors,
 - an annual amount of SEK 30,000 per assignment (unaltered) shall be paid to members of the Board of Directors, who are not employed by the company, for work in committees established by the Board of Directors,
 - the total remuneration to the Board of Directors shall not exceed SEK 2,080,000 (equivalent to the remuneration paid for the mandate period 2013/2014), and that
 - remuneration to the auditors during the term of office shall be paid by approved accounts.
- Item 13* Magnus Fernqvist and Peter Gustafson have declined re-election. Biljana Pehrsson, who was elected as member of the Board of Directors at the Annual General Meeting 2013, was appointed CEO of Kungsleden in May 2013 and has thereafter resigned as member of the Board of Directors.
- The Nomination Committee proposes that Charlotte Axelsson, born 1948 and Liselotte Hjorth, born 1957, are elected as new members of the Board of Directors.
- Charlotte Axelsson is Chairman of the Board of Directors of Vasallen and AFF-forum and Board member of BWG Homes, a company listed on the Oslo stock exchange. She has been CEO at HSB Stockholm, Svenska Bostäder i Stockholm, Familjebostäder i Stockholm and SEB Arsenalen. She has also acted Deputy Finance Secretary at Stockholms stad and has had a number of Board assignments within HSB, Stockholms stad, Statens fastighetsverk and Akademiska Hus, among others. Charlotte Axelsson has a degree in Social Work.
- Liselotte Hjorth is Board member of Riksgälden and the German-Swedish Chamber of Commerce. Until the autumn of 2013 she was a member of the Group Management of SEB AG in Germany with specific responsibility for the commercial real estate clients of SEB Group. She has also been Group Credit Officer and member of the Group Management of SEB in Sweden, partner of Enskilda Corporate Finance and stock market analyst at Fjärde AP-fonden. Liselotte Hjorth has a degree in Business Administration and Economics from Lund University.
- The Nomination Committee further proposes that Joachim Gahm (elected 2011), Lars Holmgren (elected 2011), Göran Larsson (elected 2013), Kia Orback Pettersson (elected 2010) and Charlotta Wikström (elected 2009) are re-elected as members of the Board of Directors until the close of the next Annual General Meeting.
- The Nomination Committee further proposes that Göran Larsson is re-elected as Chairman of the Board of Directors.
- Further information regarding the proposed members of the Board of Directors is available on the company's website at www.kungsleden.se.
- At the Annual General Meeting 2011 the registered accounting firm KPMG was elected as auditor for the period until the end of the Annual General Meeting 2015 (hence, the Annual General Meeting 2014 will not resolve on election of auditor).
- Item 14* On 31 January 2014, Gösta Welandson with companies, Länsförsäkringar Fondförvaltning, Olle Florén with companies and Andra AP-fonden were among the largest shareholders of the company in terms of votes. These shareholders have notified their interest to participate in the nomination work for the Annual

General Meeting 2015 and propose the following persons as representatives to the Nomination Committee: Göran Larsson (Gösta Welandson with companies), Eva Gottrifsdotter-Nilsson (Länsförsäkringar Fondförvaltning), Krister Hjelmstedt (Olle Florén with companies) and Martin Jonasson (Andra AP-fonden). Furthermore, according to the instruction for the Nomination Committee, shall the Chairman of the Board of Directors be a member of the Nomination Committee.

Item 15

The Board of Directors' proposal for guidelines concerning remuneration to the senior executives (the CEO and other members of the Leadership Team in Kungsleden Group), and the directors of the Board to the extent they are remunerated outside their Directorship, involves i.a. that the company shall apply the levels of remuneration and employment terms required in order to recruit and retain senior executives with high competence and capacity to reach the set targets, aimed at promoting the company's long term value creation.

The forms of remuneration shall motivate the senior executives to perform at its highest level in order to guarantee the interests of the shareholders and shall be market-based, simple and measurable. The remuneration to the senior executives shall, in normal cases, consist of a fixed part and a variable part. The maximum of the variable salary to the senior executives shall, in normal cases, be within the interval of 25-75 percent of the annual base salary, and shall be related to the member of the senior executives' individual performance in relation to the company's and each business area's/region's in advanced established standard of result. When designing systems for variable salary to the senior executives, that are paid in cash, the Board shall consider the need of imposing restrictions that (i) make payments of a certain proportion of such salary conditional on whether the performance on which it was based has proved to be sustainable over time, and (ii) that allow the company to reclaim such compensations that have been paid on the basis of information which later proves to be manifestly misstated.

The non-monetary benefits of the senior executives shall aim to facilitate the performance of the executive's work assignments and shall correspond to what can be considered feasible on the market and the municipality in which the executive is active.

The pension benefits of the senior executives shall be market-based in relation to what can be considered applicable to an equivalent executives on the same market in which the executives is active, and shall be determined by pension plans with a fixed remuneration rate or according to the general pension scheme; in Sweden the ITP plan.

Upon notice of termination of a member of the senior executives made by the company, a fixed salary during the notice period of 3-12 months, together with a non-pensionable severance pay of 3-12 months fixed salary, shall be paid.

Proposals regarding remunerations and employment terms for the senior executives are drawn by the CEO based on frames and directives resolved by the Remuneration Committee. The proposal shall thereafter be submitted to the Remuneration Committee for approval.

Board Members, elected at General Meetings, may in certain cases receive a remuneration for services performed within their respective areas of expertise, outside of their Board duties. Compensation for these services shall be paid at market terms and be approved by the Board of Directors.

The Board of Directors shall be entitled to deviate from these remuneration guidelines if it, in a special case, is required by special reasons, for example additional variable salary for certain performances. In such a case, the Board is shall explain the reason for the deviation on the following Annual General Meeting.

Item 16

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to pass a resolution on repurchasing the company's own shares if the purpose is to retire shares through a decrease of the share capital in accordance with the following conditions:

1. The repurchase of shares shall take place on the NASDAQ OMX Stockholm in accordance with NASDAQ OMX Stockholm's rules regarding purchase and sale of own shares.
2. The repurchase of shares may take place on one or more occasions for the period up until the next Annual General Meeting.
3. So many shares may, at the most, be repurchased so that the company's holding does not at any time exceed 10 per cent of the total number of shares in the company.
4. The repurchase of shares on NASDAQ OMX Stockholm may occur at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and lowest selling price.
5. Payment for the shares shall be in cash.

The purpose of the authorisation is to give the Board of Directors flexibility to continuously decide on changes to the capital structure during the year and thereby contribute to increased shareholder value.

The Board of Directors shall be able to resolve that repurchase of own shares shall be made within a repurchase program in accordance with the Commission's Regulation (EC) no 2273/2003, if the purpose of the repurchase only is to decrease the company's share capital.

The resolution under item 16 is valid only if supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Documentation

The accounting documents, the audit report, the motivated statement from the Board of Directors in accordance with Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act (2005:551), the statement of the auditor in accordance with Chapter 8 Section 54 of the Swedish Companies Act (2005:551), and the complete proposal regarding resolution under item 15 will be available at the company's premises and on the company's website at www.kungsleden.se/agm2014, not later than on Tuesday 8 April 2014. The statement of the Nomination Committee regarding its work and motivated opinion regarding its proposals and a presentation of the proposed Board of Directors are available on the company's website. The documents will be sent by post to those shareholders who so request and state their postal address.

The Nomination Committee's complete proposal regarding resolutions under items 2, 11-13 and the Board of Directors' proposal regarding resolutions under items 9 b) and 16 are as set out above.

Number of shares and votes

The company has 136,502,064 shares representing one vote each, therefore the total number of votes are 136,502,064.

Shareholders' right to request information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group and the consolidated accounts.

Schedule for the Meeting

1.00 p.m. The doors open for shareholders.

2.00 p.m. The Annual General Meeting commences.

The company will offer light refreshments after the close of the Annual General Meeting.

Stockholm, March 2014

Kungsleden AB (publ)

The Board of Directors