

Faberge AB (publ)

PRESS RELEASE
20 February 2009

Notice of Annual General Meeting in Faberge AB (publ)

Shareholders of Faberge AB (publ) are invited to attend the Company's Annual General Meeting (AGM) to be held at 4 p.m. CET on Tuesday 31 March 2009 in Stora Salen at Nalen, Regeringsgatan 74, Stockholm. Registration for the AGM begins at 2.30 p.m. CET.

Enrolment

Shareholders who wish to attend the AGM must

- be registered in the share register maintained by Euroclear Sweden AB (former VPC AB) on Wednesday 25 March 2009,
- notify the Company of their intention to participate, stating the names of any assistants they wish to invite, no later than 4 p.m. CET on Wednesday 25 March 2009. Notice of attendance at the AGM may be made in one of the following ways:

- by mail to Faberge AB (publ), "Fabeges Årsstämma", Box 7839, SE-103 98 Stockholm, Sweden
- by telephone on +46 (0)8 402 90 68
- by fax on +46 (0)8 20 56 85
- at Faberge's website, www.faberge.se

When giving notice of attendance, shareholders must state their name, personal ID/organisation number, address and telephone number, their shareholding in Faberge and the names of any assistants they wish to invite. Shareholders whose shares are registered in the name of a nominee must, to be entitled to take part in the AGM, request that their shareholding be temporarily re-registered in their own name. Such re-registration must be completed by Wednesday 25 March 2009. To ensure that this happens, shareholders are advised to contact their nominee to request re-registration well before this date. Participants attending under a power attorney must enclose this document with their notice of attendance.

Proposed agenda

1. Open the meeting.
2. Elect a chairman for the AGM.
3. Prepare and approve the list of voters.
4. Approve the agenda.
5. Elect one or two persons to check the minutes.
6. Establish whether the AGM has been duly convened.
7. Listen to a presentation of the Annual Report and Audit Report and the Consolidated Financial Statements and Consolidated Audit Report.
8. Decide on
 - a) the adoption of the Profit and Loss Account and Balance Sheet and the Consolidated Profit and Loss Account and Consolidated Balance Sheet,
 - b) the treatment of the Company's profit or loss according to the approved Balance Sheet,

- c) discharge from liability for the Board of Directors and Chief Executive Officer, and
- d) a record date for payment of a dividend, in the event that such dividend is approved by the AGM.
- 9. Decide on the number of Directors and listen to a presentation of the work of the Nomination Committee.
- 10. Decide on Directors' and auditors' fees.
- 11. Elect a Board of Directors and Board Chairman.
- 12. Elect an auditor
- 13. Decide on principles for the appointment of the Nomination Committee.
- 14. Decide on principles of compensation for Company management.
- 15. Decide whether to authorise the Board to buy back shares and assign such shares to other parties.
- 16. Transact any other business.
- 17. Conclude the meeting.

Decisions proposed by the Board

Item 8 b) and d) – Dividend and record date

The Board proposes that the Annual General Meeting decide on a dividend of SEK 2 per share for 2008.

The proposed record date for payment of the dividend is 3 April 2009. If the meeting approves the proposal, it is estimated that the dividend will be distributed by VPC AB on 8 April 2009.

Item 14 - Principles of compensation for Company management

Company management refers to the Chief Executive Officer and other members of Group management. The entire Board of Directors with the exception of the CEO is responsible for drawing up a draft statement of principles governing compensation and other terms of employment for Company management and for preparing decisions on the CEO's compensation and other terms of employment.

The principles of compensation and other employment terms for Company management proposed by the Board are as follows:

The compensation should be market-based and competitive, and should reflect responsibilities and performance that are in the interest of the shareholders. The fixed salary should be reviewed each year. Fabège has a profit-sharing fund covering all employees of the Company. Allocations to the profit-sharing fund should be based on the achieved return on equity and are subject to a ceiling of one base amount per year per employee. Any compensation on top of the fixed salary should be subject to a ceiling and related to the fixed salary. Any other benefits should make up a limited part of the total compensation.

The retirement age is 65. Pension benefits should correspond to the ITP occupational pension plan or be contribution-based with a maximum contribution of 35 per cent of the pensionable salary. Termination salary and severance pay must not exceed 24 months in total.

Item 15 – Acquisition and assignment of treasury stock

The Board proposes that the AGM authorise the Board, for a period ending no later than the next AGM, to buy back shares in the Company and assign such shares to other parties. Share buybacks are subject to a limit of 10 per cent of the total number of outstanding shares at any time and may be made on the Stockholm Stock Exchange. The right to assign shares is subject to a limit of 10 percent of all outstanding shares at any time. Derogating from the pre-emption rights of existing shareholders, such assignment may be made to third parties in connection with the acquisition of property or businesses, but not on Stockholm Stock Exchange. Payment for assigned shares may be made in kind, by offset or in another manner subject to terms and conditions. The authorisation is designed to enable the Company to continuously adapt its capital requirements and thereby improve shareholder value, and to enable assignment of shares as a means of funding the acquisition of property or businesses, by payment in shares owned by the Company (treasury stock).

Decisions proposed by the Nomination Committee

Items 2, 9, 10, 11, 12, 13 - election of a chairman for the AGM, decisions on the number of Directors etc., and on Directors' and auditors' fees, election of a Board of Directors and Board Chairman, election of an auditor and decision on principles for the appointment of the Nomination Committee.

The following persons have been appointed to the Nomination Committee, in accordance with the principles adopted at Fabege's 2008 AGM: Peter Lindh (Maths O Sundqvist), Anders Silverbåge (Brinova Fastigheter AB), Per Ovrén (Investment AB Öresund) and Mikael Nordberg (Danske Capital). Anders Silverbåge has served as the Committee's chairman. The four owner representatives together represent 33 per cent of the votes in Fabege.

The Nomination Committee proposes that the 2009 Annual General Meeting resolve:

- to elect Erik Paulsson as chairman of the AGM,
- to appoint eight Directors with no deputies,
- to re-elect the Directors Göte Dahlin, Christian Hermelin, Sven-Åke Johansson, Märtha Josefsson, Helen Olausson, Mats Qviberg, Erik Paulsson and Svante Paulsson,
- to re-elect Erik Paulson as Chairman of the Board,
- to reappoint registered audit firm Deloitte AB as auditors, with Svante Forsberg as chief auditor,
- to approve the payment of Directors' fees at the same amounts as last year, a total of SEK 2,445,000 to be divided as follows: SEK 375,000 to the Chairman of the Board, SEK 185,000 to each non-executive Director, SEK 835,000 to Erik Paulsson as a separate fee for assisting Group management in two projects and SEK 125,000 for work in the Audit Committee,
- to approve the payment of auditors' fees in accordance with the approved invoice(s), and
- that the principles for the appointment of a Nomination Committee for the 2009 AGM remain unchanged, i.e. that a Nomination Committee consisting of representatives for the four largest shareholders be appointed no later than six months before the 2009 AGM.

More information about the proposed Directors is available on the Company's website, www.fabege.se.

Other information

The total number of shares and votes in the Company, at the time this notice issued, is 169,311,554. The Annual Report, Audit Report and a complete set of proposals for resolutions and a reasoned opinion pursuant to the Swedish Companies Act, including audit statements and power of attorney forms, will be available from the Company's office as of 10 March 2009 and sent to shareholders who have requested this, providing a postal address. The documents will also be made available on the Company's website, www.fabege.se. The statement of the Board of Directors pursuant to Chapter 18, Section 4 of the Companies Act (2005:551) relating to the dividend proposal is included in the Directors' Report. The Company's Annual Report will be distributed in March to shareholders who have stated that they wish to receive financial information from the Company.

Holders of convertible bonds (2004/2009 KV 5) must, to be entitled to payment of dividends under Item 8 d above, request conversion of their convertibles no later than 5 March 2009.

Stockholm, February 2009
Fabege AB (publ)

The Board of Directors

This constitutes information that Fabege AB (publ) may be legally obliged to publish under the Securities Market Act and/or the Financial Instruments Trading Act. The information was released for publication at 8:30 a.m. CET on 20 February 2009.