

# JohnMattson

## Notice to attend the Annual General Meeting of John Mattson Fastighetsföretagen AB (publ)

The shareholders of John Mattson Fastighetsföretagen AB (publ), 556802-2858 (“**John Mattson**” or the “**Company**”) are hereby called to the Annual General Meeting (“**AGM**”) on Thursday, 21 April 2022, 2:00 p.m. at Carl Malmstensskolan, Larsbergsvägen 8, 181 39 Lidingö. Entry and registration commences at 1:30 p.m.

The Board of Directors has, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act and the Company’s articles of association resolved that shareholders may exercise their voting rights at the AGM by post. Shareholders may therefore choose to exercise their voting rights in person at the meeting, by proxy or through postal voting.

### Right to participate at the AGM

Shareholders wishing to participate at the AGM must:

- *be entered* in the share register maintained by Euroclear Sweden AB (“**Euroclear**”) as of Monday, 11 April 2022, or alternatively, if the shares are nominee-registered, request that the nominee register their shares for voting rights in such a time that the registration is effected as of Wednesday, 13 April 2022; and
- *notify* the company of their intention to attend the AGM according to the instructions under the heading “*Notification of attendance in person or by proxy*” not later than on Wednesday, 13 April 2022 or cast a postal vote according to the instructions under the heading “*Postal voting*” not later than on Wednesday 20 April 2022.

### Shares held by nominees

In addition to notification of attendance, shareholders with nominee-registered shares (e.g., shares in a custody account with a bank) must temporarily re-register the shares in their own name with Euroclear. As stated above, the nominee must have completed voting right registration with Euroclear by Wednesday, 13 April 2022. Such re-registration should be requested from the nominee in good time prior to this date and in accordance with the nominee’s instructions.

### Notification of attendance in person or by proxy

Shareholders who wish to participate at the AGM in person or by proxy shall notify of the Company of their intent to participate not later than 13 April 2022. Notification of attendance can be made:

- electronically through the Company’s website (<https://corporate.johnmattson.se/en/corporate-governance>), or
- by mail to Computershare AB, ”John Mattson Fastighetsföretagen AB’s AGM”, P.O. Box 5267, SE-102 46 Stockholm,
- or by telephone +46-771-24 64 00,
- or by e-mail [info@computershare.se](mailto:info@computershare.se).

Notification is to include the shareholder's full name, personal/corporate identification number, address, daytime telephone number, and, if applicable, the number of accompanying advisors (no more than two) who are attending the general meeting.

Shareholders represented by a proxy must submit a signed and dated power of attorney for the proxy. A copy of the power of attorney and, for legal entities, certified copies of the certificate of incorporation or equivalent authorisation, should be sent to the Company at the above postal address well in advance of the general meeting. The power of attorney may not be older than one year, unless valid for an extended period of time, in which case not more than for five years. A form of power of attorney is available on the Company's website, <https://corporate.johnmattson.se/en/corporate-governance>.

### **Postal voting**

Shareholders who wish to exercise their voting rights by postal voting must use the postal voting form and follow the instructions that are available on the Company's website, <https://corporate.johnmattson.se/en/corporate-governance>. Completed and signed postal voting forms are to be sent either:

- electronically using BankID through the Company's website (<https://corporate.johnmattson.se/en/corporate-governance>)
- by mail to Computershare AB, "John Mattson Fastighetsföretagen AB's AGM", P.O. Box 5267, SE-102 46 Stockholm; or
- by e-mail to [info@computershare.se](mailto:info@computershare.se).

Completed postal voting forms must be in the possession of Computershare AB by Wednesday, April 20 2022 at the latest.

If the shareholder is voting by post through a proxy, the power of attorney and any other authorisation documents must be attached/enclosed with the form. A proxy form is available on the Company's website, <https://corporate.johnmattson.se/en/>.

### **Privacy notice**

For information on how your personal data is processed in relation to the AGM, refer to Euroclear Sweden AB's and Computershare AB's respective privacy policies that are available on their respective websites, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf> and <https://www.computershare.com/se/gm-gdpr#English>.

### **Proposed agenda**

1. Opening of the meeting.
2. Election of a chairman of the meeting.
3. Election of one or two persons to verify the minutes.
4. Preparation and approval of the voting list.
5. Approval of the agenda.
6. Determination of whether the meeting has been duly convened.
7. Presentation of the annual accounts and the auditor's report, and the consolidated accounts and auditors' report on the consolidated accounts.

8. Resolutions regarding:
  - a) the adoption of the income statement and balance sheet, and the consolidated income statement and the consolidated balance sheet;
  - b) the appropriation of the Company's profit in accordance with the adopted balance sheet; and
  - c) the discharge of the members of the Board of Directors and of the CEO from liability.
9. Determination of the number of Board members and auditors.
10. Determination of fees to be paid to members of the Board and the auditors.
11. Election of members of the Board and auditors.
12. Resolution on guidelines for remuneration of senior executives.
13. Resolution on approval of the Board's remuneration report.
14. Resolution on principles for the appointment of the Nomination Committee and the instruction for the Nomination Committee.
15. Resolution concerning authorisation of the Board to issue new shares.
16. Closing of the Meeting.

## **Proposals from the Board of Directors and the Nomination Committee**

### **Election of a chairman of the AGM (item 2)**

The Nomination Committee proposes that the Chairman of the Board, Johan Ljungberg, is elected as the chairman of the meeting.

### **Election of one or two persons to verify the minutes (item 3)**

Nils-Ola Omma, representing AB Borudan Ett, is proposed, in addition to the Chairman of the Board, to verify the minutes of the AGM, or if he is absent, the person or persons that the Board of Directors designates. Such an assignment also includes verifying the voting list and that received postal votes are correctly reflected in the AGM minutes.

### **Proposal for the appropriation of the Company's profits (item 8 b)**

The Board proposes that no dividend be paid for the 2021 financial year and that the funds available for appropriation by the AGM, approximately SEK 1,625,390,865 be carried forward.

### **Proposal for the number of Board members and auditors, Directors' and auditors' fees, and the election of Board members and auditors (items 9–11)**

The Nomination Committee proposes the following:

- The Board of Directors is to have five (5) members with no alternates.  
The Company is to have one (1) registered auditing firm as auditor.
- Director's fees, for the period until the close of the next AGM, shall amount to SEK 395,000 to the Chairman of the Board and SEK 190,000 to each of the other elected Board members.
- Fees to members of the Audit Committee shall amount to SEK 50,000 to the Committee Chairman and SEK 25,000 to each of the other Committee members.
- Fees to members of the Remuneration Committee (including the Committee Chairman) shall amount to SEK 15,000.
- The auditors' fee is paid in accordance with invoices approved by the Company.

- The re-election of Christer Olofsson, Håkan Blixt, Ulrika Danielsson, Johan Ljungberg and Ingela Lindh to the Board for the period until the close of the next AGM.
- The re-election of Johan Ljungberg as Chairman of the Board for the period until the close of the next AGM.
- The election of Ernst & Young Aktiebolag as the Company's auditor and that no alternate is appointed for the period until the close of the next AGM. Ernst & Young Aktiebolag has informed that if Ernst & Young Aktiebolag is appointed, Katrine Söderberg will be auditor-in-charge.

**Proposal regarding guidelines for remuneration of senior executives (item 12)**

The Board of Directors for John Mattson proposes that the 2022 AGM resolve on the following guidelines for remuneration of the Company's senior executives.

**Senior executives**

Senior executives refers to the Company's Chief Executive Officer and executives who report directly to the Chief Executive Officer and who are part of the Group management.

**Basic principles for remuneration**

The Company's business strategy is based on the following four cornerstones:

- An overall perspective to property management and close customer relationships.
- Adding value to properties through upgrades and conversions.
- Infill development on the Company's own land and adjacent to its existing properties.
- Acquiring properties with development potential in attractive market locations in the Stockholm region.

A prerequisite for successful implementation of the Company's business strategy and achievement of the Company's long-term interests, including its sustainability initiatives, is that the Company is able to recruit and retain qualified employees. The Company offers remuneration and other terms of employment that enables the Company to ensure access to senior executives with the skills the Company needs. Conformity to market conditions and competitiveness are general principles for remuneration of senior executives of the Company. Information regarding the total remuneration of the employees, the components of said remuneration, and the increase and rate of increase of the remuneration over time are included in the Remuneration Committee's and the Board's decision-data for assessing the reasonableness of the guidelines when determining the guidelines and when evaluating compliance with the guidelines.

### **The decision-making process**

The Company has a Remuneration Committee. The Company's Remuneration Committee is tasked with preparing remuneration-related issues concerning the Chief Executive Officer and senior executives for the Board of Directors. The Committee shall further evaluate and present the application of these guidelines as well as current remuneration structures, remuneration levels and, if applicable, incentive programs to the Board of Directors.

The Committee must approve compensation and other employment terms decided by the Chief Executive Officer for other senior officers in comparable positions.

When the need arises of any material change in the guidelines, or at least every fourth year, the Board uses the recommendations of the Remuneration Committee as a basis to prepare proposed new guidelines for resolution by the AGM.

In the case of remuneration-related matters pertaining to the Chief Executive Officer or other members of Group management, these individuals do not participate in the Board of Directors' processing of and decisions on such matters.

### **Principles for fixed and variable remuneration**

Remuneration paid to senior executives can comprise a fixed base salary, variable cash remuneration, pension and other benefits. In addition, the general meeting can resolve on share-based incentive programmes.

#### **Principles for fixed base salary**

Each senior executive receives a fixed base salary intended to attract and retain qualified employees. Fixed base salaries are based on the competence, responsibilities and performance of the senior executive, and must be market-based and competitive.

#### **Principles for variable remuneration**

Variable cash remuneration is based on predetermined and measurable criteria, which may or may not be financial. The financial criteria are linked to growth in the Group's net asset value and to growth in the Company's income from property management. The non-financial criteria are linked to business targets, such as customer satisfaction and sustainability initiatives. The criteria for variable remuneration are prepared by the Remuneration Committee and established by the Board, with the intent that they will align with the Company's business strategy, long-term interests and sustainability. Variable cash remuneration for the CEO may not exceed six months' salary, in other words, 50 per cent of fixed base salary. Variable remuneration for other senior executives may not exceed four and a half months' salary, in other words, 37.5 per cent of the fixed base salary. For other employees (*i.e.* employees not covered by these guidelines) the Company's policy is currently that variable remuneration may not exceed one and a half months' salary, in other words, 12.5 per cent of the fixed base salary.

Senior executives and other employees have the opportunity to choose to acquire shares in the Company on the stock market for the variable cash remuneration. If the relevant individual chooses to do this, variable cash remuneration increases by 0.5 times. However, variable cash remuneration must never exceed the levels that are specified above. Employees are expected to

own shares on a long-term basis and for a minimum of three years. An agreement concerning these, and other, conditions should be entered into with each respective employee.

### **Pension**

The senior executives are offered pension conditions and pension levels in line with market rates. Pension benefits to senior executives are either defined-contribution or defined-benefit if the individual in question is encompassed by a defined-benefit pension in accordance with the provisions of a collective bargaining agreement. Variable remuneration is only pensionable to the extent it is required pursuant to the applicable provisions of collective bargaining agreements. For each senior executive, pension premiums may not exceed 50 per cent of the fixed base salary unless a higher provision is applicable according to the relevant collectively agreed pension plan.

### **Other benefits**

Senior executives can be offered other benefits, for example a company car and healthcare insurance. The benefits must be compatible with market rates and the cost of such benefits for the respective senior executive may not exceed an amount corresponding to 10 per cent of the fixed base salary.

### **Notice period and severance pay**

As a general rule, the employment agreements entered into between the Company and senior executives apply until further notice. In cases where the Company terminates employment of a senior executive, the notice period may not exceed 12 months. Severance pay applies only in the case of termination by the Company and may not exceed an amount corresponding to the fixed base salary and other contractually agreed employment benefits during 12 months.

The period of notice may not exceed six months without any right to severance pay when notice to terminate employment is given by the senior executive.

### **Departures from the guidelines**

The Board of Directors may temporarily resolve to depart from these guidelines, in whole or in part, if in a specific case there is special cause for the departure and the departure is necessary to serve the Company's long-term interests, including sustainability, or to ensure the Company's financial viability. As indicated above, the Remuneration Committee's tasks include preparing decisions of the Board of Directors on remuneration-related issues, which includes decisions on departures from the guidelines. Any departure is reported and motivated each year in the remuneration report.

### **Proposal for resolution on approval of the Board's remuneration report (item 13)**

The Board of Directors' remuneration report for 2021 provides an overview of how guidelines for remuneration of senior executives, that were adopted by the AGM on 22 April 2021, have been implemented in 2021. The remuneration report also includes information on remuneration to the Company's CEO. The remuneration report was prepared in accordance with Chapter 8, Section 53 a of the Swedish Companies Act (2005:551) and the rules on remuneration issued by the Swedish Corporate Governance Board.

No deviations from the established process to determine remuneration for senior executives in accordance with the guidelines for remuneration of senior executives have occurred in 2021.

The remuneration report for 2021 will be available on the Company's website not later than Thursday, 31 March 2022: <https://corporate.johnmattson.se/en/>.

The Board of Directors proposes that the AGM approves the remuneration report.

**Proposal for resolution on principles for the appointment of the Nomination Committee and the instruction for the Nomination Committee (item 14)**

The Nomination Committee proposes that principles for the appointment of the Nomination Committee and the instruction for the Nomination Committee are adopted unchanged from last year. This document is available on the Company's website (<https://corporate.johnmattson.se/en/corporate-governance/general-meeting/general-meetings/annual-general-meeting-2021/>).

**Proposal for resolution concerning authorisation of the Board to issue new shares (item 15)**

The Board's proposal entails authorising the Board, for the period until the next AGM on one or several occasions, to decide on the issue of new shares corresponding to a maximum of 20 per cent of the Company's share capital with or without disapplying the shareholders' preferential rights. Furthermore, the proposal entails that an issue may be made against cash payment, by set-off or by contribution in kind. In the case of disapplying shareholders' preferential rights, the shares will be issued at market terms and conditions. The objective of the Board's proposal is to enable the Company to, fully or in part, finance any future property investments and/or acquisitions of property companies/operations through the issue of shares as payment in conjunction with acquisition agreements or alternatively to raise capital for such investments and/or acquisitions.

Resolution to authorise the Board to take decisions on issues of new shares requires the support of shareholders who represent at least two thirds (2/3) of the stated votes as well as the shares that are represented at the AGM.

**Total number of shares and votes in John Mattson**

At the time this notice was issued, the total number of shares and votes in John Mattson was 37,037,035. No shares are held by the Company itself.

**Complete proposals, etc.**

The accounts, the auditor's report, the complete proposals for resolution by the AGM together with statements and opinions and the proxy form will be available at the Company (address and telephone as above) and on the Company's website

<https://corporate.johnmattson.se/en/corporate-governance> by Thursday, 31 March 2021. The documents will be sent free of charge to shareholders who so request and who state their postal address. All of the documents listed above will be presented at the AGM.

## **Shareholders' right to request information**

If a shareholder at the AGM so requests and, according to the Board of Directors, it will not result in material damage to the company or significant inconvenience to any individual, the Board of Directors and the CEO are obliged to provide information concerning conditions that could influence the assessment of an item on the agenda and conditions that could influence assessments of the financial position of the Company. This disclosure obligation applies equally to the Company's relationship with other Group companies, the consolidated accounts and such circumstances pertaining to subsidiaries as those referred to in the preceding sentence.

Lidingö, March 2022

**John Mattson Fastighetsföretagen AB (publ)**

*Board of Directors*