

JohnMattson

The Nomination Committee of John Mattson Fastighetsföretagen AB (publ)'s proposal regarding items 2, 9–12 and 14 for resolution at the 2022 Annual General Meeting

The Nomination Committee and its work

The 2021 Annual General Meeting (“AGM”) for John Mattson Fastighetsföretagen AB (publ) (“**John Mattson**” or the “**Company**”) resolved on principles for the appointment of the Nomination Committee ahead of the 2022 AGM. According to these principles, the Nomination Committee is to consist of three members appointed by the three largest shareholders in terms of voting rights on the last trading day in August, and the Chairman of the Board.

The Nomination Committee comprised the following members:

- Jan-Erik Lindstedt, appointed by AB Borudan Ett (Chairman of the Nomination Committee)
- Johan Ljungberg (Chairman of the Board of John Mattson Fastighetsföretagen AB (publ)), appointed by Tagehus Holding AB
- Erik Kjellgren, appointed by Länsförsäkringar Fondförvaltning AB (publ)

The Nomination Committee has held three minuted meetings. Shareholders have had the opportunity to send proposals to the Nomination Committee. None have been received.

As part of its work, the Nomination Committee examines the internal Board evaluation. The summarised evaluation found that the Board performs well and that the Chairman of the Board conducts work in a very positive manner that creates a positive work climate for the Board.

The Chairman of the Nomination Committee also held personal conversations with each Board member on their opinions about the Board's performance. The Chairman of the Board was not present at these conversations.

The Nomination Committee, based on the Board evaluation, oral statements and other information, has discussed the Board's composition and size as well as the expertise that should be represented. The Nomination Committee also assessed the members' ability to devote sufficient time to the work of the Board and their collective knowledge and expertise.

The Nomination Committee also discussed and proposed Board fees, auditor fees, principles for how the Nomination Committee is to be appointed and the Nomination Committee's guidelines and instructions. Finally, the Nomination Committee discussed the election of the Chairman for the 2022 AGM.

Members of the Nomination Committee did not receive any fees or other remuneration from the Company for their work. The Nomination Committee's work was conducted through open and constructive dialogues in a positive atmosphere.

The Nomination Committee's proposals to the AGM

The chairman of the AGM

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

Johan Ljungberg is suited for leading the AGM, considering his experience as chairman of several companies and board member of several listed companies.

Board Members

It is proposed that the Board of John Mattson consist of five members, with no deputies. For the period until the next AGM, the following members are nominated for re-election:

- a) Johan Ljungberg
- b) Håkan Blixt
- c) Ulrika Danielsson
- d) Christer Olofsson
- e) Ingela Lindh

The Nomination Committee proposes that Johan Ljungberg be re-elected as Chairman of the Board.

All nominated Board members were Board members in 2021. Information about all of the nominated Board members is available on the Company's website: <https://corporate.johnmattson.se/en>.

In its work, the Nomination Committee is tasked with ensuring that the Company's Board of Directors has a composition appropriate to the Company's operations, phase of development and other relevant circumstances. Moreover, the Board members elected by the general meeting are collectively to exhibit diversity and breadth of qualifications, experience and background. The Nomination Committee is also to strive for gender balance. The Board's composition should be characterised by diversity in terms of age, gender, education, work background and other factors.

Based on the information the Nomination Committee has examined, as well as that reported above, the Nomination Committee has a solid foundation for determining if the Board's composition is satisfactory and to assess the Board's future needs in terms of competence and experience. The Nomination Committee's evaluation of the Board's work confirmed the Board's perception that the proposed Board corresponds well with the stated goals and that it encompasses the necessary experience and competence to successfully lead John Mattson.

The Nomination Committee continuously follows and evaluates each of the Board members' independence pursuant to the Swedish Corporate Governance Code (the "**Code**"). It is the assessment of the Nomination Committee that the proposed Board meets the requirements of the Code for independence. Each party nominated to the Board was deemed independent in relation to management and the company, and everyone except Johan Ljungberg and Ulrika Danielsson was deemed independent in relation to major owners.

Remuneration of Board members

Proposed remuneration to Board members is as follows (remuneration for 2021 in parentheses):

- Chairman of the Board: SEK 395,000 (375,000)
- To each of the Board Members: SEK 190,000 (175,000)
- Chairman of the Audit Committee: SEK 50,000 (50,000)
- Members of the Audit Committee: SEK 25,000 (25,000)
- Members of the Remuneration Committee (incl. the Chairman): SEK 15,000 (15,000)

The total proposed remuneration, including remuneration for committee work, would thus amount to SEK 1,400,000 under the condition that the Board has five members (incl. the Chairman) and that the Audit Committee and the Remuneration Committee each have three members (incl. the Chairman).

Board fees are to be set at a level that John Mattson can attract and retain Board members with appropriate competence and experience. Work on the Company's Board and its committees is characterised by a high level of activity and requires considerable work and substantial commitment.

The assessment of the Nomination Committee is that the proposed remuneration is well motivated.

Auditor

The Nomination Committee proposes the election of Ernst & Young Aktiebolag as the Company's auditor for the period until the close of the next AGM and that no alternate auditor is appointed for the period until the close of the next AGM. Ernst & Young Aktiebolag has announced that if Ernst & Young Aktiebolag is appointed, Katrine Söderberg will be auditor-in-charge. The Nomination Committee also proposes that the auditor's fee be paid in accordance with invoices approved by the Board.

The Nomination Committee's proposal for auditor is based on the recommendation from the Audit Committee.

The Nomination Committee proposes the following principles for the appointment of the Nomination Committee

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.