Corporate Governance Report 2021

Introduction

The corporate governance of John Mattson refers to ensuring that rights and responsibilities are distributed between the company's governance bodies in accordance with applicable laws, rules and processes. Efficient and transparent corporate governance provides the owners with the ability to uphold their interests concerning company management while clarifying the division of responsibility between management and the Board of Directors, but also throughout the company. This also leads to efficient decision making which makes it possible for John Mattson to act quickly when new business opportunities arise. John Mattson is a Swedish public limited liability company that was listed on Nasdaq Stockholm, Mid Cap as of 5 June 2019. The company's corporate governance is based on Swedish law, in particular the Swedish Companies Act (2005:551), the Swedish Corporate Governance Code (the "Code"), the company's Articles of Association, internal regulations (instructions and policies) as well as Nasdaq Stockholm's Rule Book for Issuers. Additional information about John Mattson's corporate governance is available on the company website.

The Code applies to all Swedish companies whose shares are listed in a regulated market in Sweden. Companies are not required to comply with all of the regulations in the Code, companies can instead choose alternative solutions that they believe to be more appropriate for the company's specific circumstances under the condition that the company reports the deviation/s, describes the alternative solution and explains the reasons behind the deviation/s in the corporate governance report (the so-called "comply or explain approach"). John Mattson applied the Code with no deviations in 2021.

Shareholders

For information about the ownership structure, see pages 41-42 of this Annual Report.

Voting rights

There is only one class of share and all shares carry the same number of votes: one vote per share.

General meeting

In accordance with the Swedish Companies Act, the general meeting is the company's highest decision-making body, and shareholders exercise their voting rights in key issues, for example the adoption of the income statement and balance sheet, appropriation of the company's profits, discharging the Board of Directors and the CEO from liability, election of members of the Board and auditors as well as their remuneration.

The Annual General Meeting (AGM) must be held within six months of the end of the financial year. In addition to the AGM, official notice can be issued for extraordinary general meetings. According to the Articles of Association, notice for general meetings is to be issued in the form of an advertisement in Post- och Inrikes Tidningar and by making the notice available on the company's website. An advertisement that notification of the meeting has been issued is to simultaneously be made in Svenska Dagbladet. The Company's financial year runs from 1 January to 31 December.

Right to participate

To be able to participate in decisions, it is necessary for the share-holder to be present at the meeting, either in person or through a proxy. Further, it is necessary for the shareholder to be entered in the share register by a certain date before the meeting and that the application for participation is made to the company in a certain manner.

Shareholder initiatives

Shareholders who wish to have a particular matter addressed at the AGM are typically able to request this in good time before the meeting to John Mattson's Board of Directors at a separate address that is published on the company website.

2021 Annual General Meeting

At John Mattson's 2021 AGM, a resolution was passed authorising the Board to decide on the new issue of shares. Ingela Lindh was elected as a member of the Board, and EY were elected as the new auditors with Katrine Söderberg as auditor-in-charge. The other Board members were re-elected, including Johan Ljungberg as

Chairman of the Board. A decision was also made to not distribute any dividend for the 2020 financial year. The minutes from the AGM are available on John Mattson's website.

2022 Annual General Meeting

John Mattson's AGM on 21 April 2022 will be held at 2:00 p.m. at Carl Malmstens skolan's premises, Larsbergsvägen 8, Lidingö. Shareholders will also be able to vote via postal ballot. The application to attend the AGM and instructions for postal voting will be available on the company's website.

Nomination Committee

The Nomination Committee is appointed ahead of the AGM and comprises representatives for the three largest shareholders in terms of voting rights in the company as per August each year, and the Chairman of the Board, who is also to convene the Nomination Committee to its first meeting. The Nomination Committee must perform its assignment in accordance with the instructions decided on at the AGM, the Code and other applicable rules. The assignment includes submitting proposals for the Chairman of the meeting, the number of Board members, the election of the Chairman and other elected members of the Board, fees and other remuneration of each of the AGM-elected Board members and members of the Board's committees, election of auditors and auditors' fees. In as far as it is considered necessary, the Nomination Committee is to submit proposals for changes to the applicable rules for the Nomination Committee. The Nomination Committee must pay particular attention to the requirements of the Code regarding diversity and breadth on the Board of Directors and to strive for equal gender distribution. No fees are to be paid to the members of the Nomination Committee. However, the company will defray reasonable costs associated with the work of the Nomination Committee.

The Nomination Committee ahead of the 2022 AGM

The Nomination Committee held three minuted meetings in 2021 and 2022. John Mattson's Nomination Committee meets the requirements for independence in relation to the company. The Board members on the Nomination Committee and which

owners appointed them is displayed in the table below. John Mattson's Nomination Committee can be contacted by email at valberedningen@johnmattson.se.

The Nomination Committee ahead of the 2022 AGM

- Jan-Erik Lindstedt, appointed by AB Borudan Ett (Chairman of the Nomination Committee)
- Johan Ljungberg, appointed by Tagehus Holding AB
- Magnus Strömer, appointed by Länsförsäkringar Fondförvaltning AB (publ)

Board of Directors

The Board of Directors is the company's next highest decision-making body after the general meeting. John Mattson's Board of Directors is to, in accordance with the Articles of Association, consist of no less than three and no more than seven members, with no deputy members. At the AGM on 21 April 2021, it was decided to re-elect Johan Ljungberg, Ulrika Danielsson, Håkan Blixt and Christer Olofsson as Board members. Johan Ljungberg was re-elected as Chairman of the Board. Ingela Lindh was elected as a new member of the Board of Directors. For more information on the Board members and their assignments outside the Group as well as their shareholding in John Mattson, see the section "The Board of Directors" on page 54.

Responsibility and work

The Board of Directors' tasks are regulated by the Swedish Companies Act, John Mattson's Articles of Association and the Code. The Board of Directors' work is also regulated by the rules of procedure that are adopted annually by the Board. The rules of procedure regulate the work distribution between the Board of Directors, the Chairman of the Board and the CEO. The Board of Directors also adopts instructions for the Board's committees and instructions for the CEO (including the instruction concerning the CEO's financial reporting).

The Board of Directors is responsible for John Mattson's organisation and the administration of the company's affairs. This entails, inter alia, preparing overarching and long-term strategies, goals, budgets and business plans as well as establishing guidelines to ensure the John Mattson's operations will create long-term value. The Board's responsibilities also encompass examination and adoption of the accounts as well as deciding on issues related to investments, sales, capital structure, dividend policy and development. The Board also adopts the company's material policies and ensures that control systems are in place to ensure compliance therewith and, in addition, ensures that systems are in place for the control and

follow up of the company's operations, risks and material changes in the company's organisation and operations. The Board appoints the company's CEO and establish salaries and other remuneration for the CEO and other senior executives in accordance with the guidelines for remuneration of senior executives adopted by the general meeting. The Board of Directors has overriding responsibility for ensuring sustainability is a central and integrated element of John Mattson's governance. The sustainability perspective is integrated in John Mattson's established strategy and the business plan for 2022 includes a number of strategic sustainability goals. The Global Compact's ten principles for corporate sustainability comprise the foundation for taking responsibility, and the company's core values and code of conduct guide the company's Board, management, employees and business partners in daily operations. The code of conduct is supplemented by specific policies in various areas, for example diversity, equality and work environment. John Mattson's strategic sustainability initiatives are conducted in four focus areas that contribute to the company's value creation, both financially and strategically. The Chairman of the Board is responsible for, inter alia, ensuring that Board members receive all the necessary documents and the information that they require to monitor John Mattson's position, performance, liquidity, financial planning and other development. It is the duty of the Chairman to complete assignments given by the AGM concerning the establishment of the Nomination Committee and to participate in these efforts. The Chairman of the Board must, in close collaboration with the CEO, monitor the company's financial performance and prepare Board meetings and act as Chairman at said meetings. The Chairman of the Board is also responsible for making sure that the Board evaluates its work and the work of the CEO on a yearly basis. The Board of Directors meets in accordance with an annually prepared timetable. Asides from these meetings, Board members can be called to extraordinary Board meetings to manage issues that cannot be postponed until the next scheduled Board meeting.

Work of the Board in 2021

In 2021, John Mattson's Board of Directors held 18 meetings, of which one was statutory.

Evaluation of the work of the Board

The Chairman of the Board initiates an evaluation of the work of the Board once per year in accordance with the Board's rules of procedure. The 2021 evaluation has been carried out with each Board member giving responses to a questionnaire. In addition, the Chairman of the Board has had some individual contact with particular Board members. The purpose of the evaluation is to gain an insight into the opinions of the Board members concerning how the work of the Board is run and which measures that can be implemented to make the work of the Board more efficient. The aim is also to gain an insight into what type of issues that the Board believe should be given more attention, and in which areas there may be a requirement for additional experience and competence on the Board. The results of the evaluation have been reported within the Board and have been submitted to the Nomination Committee by the Board of Directors.

Remuneration Committee

In accordance with the Code, the Chairman of the Board can also act as the Chairman of the Committee. Other members elected at the general meeting should be independent in relation to the company and company management. The Board's Remuneration Committee continually evaluates the remuneration conditions of leading executives against the background of applicable market conditions. The Committee prepares items within these areas to be decided on by the Board. The Remuneration Committee currently consists of three Board members: Johan Ljungberg (Chairman), Ulrika Danielsson and Håkan Blixt, who are all considered independent in relation to the company and its senior executives. The Committee's members

		Meeting participation			
Board Member	Fee (SEK thousand)	Board	Audit and Finance Committee	Remuneration Committee	Independent
Johan Ljungberg	415	18/18	7/7	4/4	No ¹⁾
Håkan Blixt	215	18/18	7/7	4/4	Yes
Ulrika Danielsson	240	18/18	7/7	4/4	No ¹⁾
Ingela Lindh	175	18/18	-	-	Yes
Christer Olofsson	175	18/18	_	-	Yes

¹⁾ Independent in relation to the company and its senior executives. Not independent in relation to the company's major shareholders.

Audit and Finance Committee

In accordance with the Swedish Companies Act, the Board will have an Audit Committee that consists of at least two members. The Committee's members may not be employed by John Mattson, and at least one of the members must possess accounting or auditing competence. The Audit and Finance Committee currently consists of three Board members: Ulrika Danielsson (Chairman), who is considered to meet the requirement for accounting or auditing competence, Johan Ljungberg and Håkan Blixt. The Committee's members and their Chairman are appointed by the Board once per year. The Audit and Finance Committee is tasked with, inter alia, supervising John Mattson's financial reporting and submitting recommendations and proposals to ensure the reliability of the reporting. The Committee monitors compliance with John Mattson's financial policy and ensures access to capital. The Audit and Finance Committee also monitor the effectiveness of the company's internal controls and risk management. The Committee is also tasked with keeping informed regarding the audit of the annual report and the consolidated financial statements as well as the conclusions of the Swedish Inspectorate of Auditors' quality control. The results of the audit, and how the audit contributed to the reliability of the financial reporting as well as the function that the Committee has had, reviewing and monitoring the statutory auditor's impartiality and autonomy, particularly if the statutory auditor provides other services for the company than auditing is also included in the Committee's tasks. Moreover, the Committee is also tasked assisting the Nomination Committee with the preparation of proposals for resolution by the general meeting regarding

the choice of auditors. The Audit and Finance Committee meets at least four times a year. In 2021, the Audit and Finance Committee held seven meetings. The members of the Committee were present at all of the meetings. Issues addressed at the meetings included compliance with the financial policy, the company's interim reports, the focus of the external audit and the company's internal controls concerning financial reporting.

Remuneration of Board members and the Board's committees

On 22 April 2021, the AGM set Board fees at SEK 375,000 for the Chairman of the Board and SEK 175,000 to each of the other members for the period up to the close of the 2022 AGM, allocated according to the table on the previous page. At the same AGM, it was resolved to set fees at SEK 50,000 to the Chairman and SEK 25,000 to other members of the Board's Audit and Finance Committee. Fees to members of the Board's Remuneration Committee were set at SEK 15,000 per member.

The CEO and other senior executives

The CEO is subordinate to the Board of Directors and responsible for John Mattson's ongoing administration and the daily operations of the company. The distribution of work between the Board of Directors and the CEO can be seen in the rules of procedure for the Board of Directors and the instruction for the CEO.

The CEO is responsible for leading operations in accordance with the Board of Directors' guidelines and instructions and ensuring that the Board of Directors is supplied with the necessary information and decision-data. The CEO leads the work in Group management and makes decisions based on consultation with its members. Additionally, the CEO presents items at the Board's meetings, and ensures that Board members are continually provided with the necessary information in order to monitor the financial position, performance, liquidity and development of the company and the Group. The CEO and other senior executives are more closely presented on page 55.

Guidelines for remuneration of the CEO and other senior executives

The AGM on 22 April 2021 resolved to apply the following guidelines for remuneration of senior executives in the company for the period until the 2022 AGM.

The company offers remuneration and other terms of employment that enable John Mattson to recruit, motivate and retain senior executives with the skills John Mattson needs to implement its strategy and achieve the goals of its operations. Conformity to market conditions and competitiveness are general principles for

remuneration of senior executives of the company. Remuneration paid to senior executives can comprise a fixed base salary, variable cash remuneration, long-term share-based incentive programmes (which in some cases can contain certain salary compensation, pension and other customary remuneration and benefits). Senior executives means the CEO and executives who report direct to the CEO and who are part of the Group management. At present, the company's senior executives are the CEO, the CFO, the Head of Property Management, the Head of Business Development, the Head of Project Development and the Head of Communications.

Principles for fixed remuneration

Fixed salaries are based on the competence, responsibilities and performance of the senior executive, and must be market-based and competitive. Fixed salaries are evaluated on an annual basis by the Remuneration Committee.

Principles for variable remuneration

Variable remuneration is based on pre-determined individual and Group-wide objectives and can, for example, be a combination of revenue, cash-flow and activity goals. The goals are established on a yearly basis by the Remuneration Committee, with the intent that they will align with John Mattson's business strategy and financial targets. Variable cash remuneration for the CEO may not exceed six months' salary (calculated on the fixed monthly salary). Variable remuneration for the other senior executives may not exceed four months' salary (calculated on the fixed monthly salary). The general meeting of shareholders resolves on whether variable remuneration will be payable in the form of a long-term share-based incentive programme.

Incentive programmes of this type must be designed for the purpose of promoting long-term value creation and of achieving an expanded community of interest between the interests of the participating senior executives and the interests of the shareholders. The vesting period under this type of incentive programme, or the period from the time the agreement is signed until the shares can be acquired, may not be less than three years. Incentive programmes that entail acquisition of shares must also be designed to promote own shareholdings in the company. Each year, the Board of Directors evaluates whether or not a long-term share-based incentive programme should be proposed to the general meeting of shareholders. During the 2021 financial year, remuneration for the CEO and other senior executives has been distributed in accordance with the table in Note 7.

Pension

The senior executives are offered pension conditions and pension levels in line with market rates.

Other benefits

Other customary benefits, for example a company car and healthcare insurance, must be in line with market conditions.

Notice period and severance pay

Between the company and the CEO, a notice period of 18 months will apply to termination by the company and six months upon resignation by the CEO. The CEO is entitled to a severance package equivalent to twelve months' fixed salary with deductions. For the other senior executives, a notice period of six months will apply.

Departures from the guidelines

The Board of Directors has the right to depart from these guidelines in an individual case, if there are particular reasons to do so. Should such a departure be made, information about and the reason for the departure will be reported at the next AGM.

Incentive programme and bonus programme

All of John Mattson's permanent employees (including senior executives) participate in a bonus programme within which they have the opportunity to receive an annual performance-based bonus no higher than one month's fixed salary. The outcome of the bonus depends on a defined increase in income from property management per share, a threshold for sustainability waste measured by cost and weight, and a service index measured from the perspective of customer satisfaction. Comparisons are made partly with previous years and partly in relation to industry averages. Senior executives have the opportunity to receive an additional bonus of two months' fixed salary per year, where one month's salary is paid conditional on individual change and improvement targets being met, and one month's salary is paid conditional on a certain increase of net asset value and income from property management per share. Senior executives can therefore each be granted a maximum bonus of three months' fixed salary.

Audit

The auditor will examine the company's annual report and reporting as well as the administration of the Board and the CEO. Auditing of the company's financial reports and accounts as well as the administration of the Board and the CEO is carried out in accordance with Swedish accepted auditing standards. According to John Mattson's Articles of Association, the company is to appoint one or two auditors with or without deputies or one or two registered auditing companies. At

the AGM on 21 April 2021, Ernst & Young were elected as auditors with Authorised Public Accountant Katrine Söderberg as auditor-in-charge for the period until the 2022 AGM. After every financial year, the auditor is to submit an auditor's report on the accounts and the consolidated financial statements to the AGM. During one of the meetings of the Board and the auditor, no members of executive management should be present. The Audit and Finance Committee review and supervise the auditor's impartiality and autonomy. The auditors receive remuneration for their work in accordance with the resolution of the AGM. For the 2021 financial year, total remuneration to the company's auditor amounted to SEK 1.8 million.

Internal control over financial reporting and risk management

John Mattson's internal control regarding the financial reporting is designed to manage risks and ensure a high level of reliability in the processes around the preparation of the financial reports and to ensure compliance with the applicable reporting requirements and other requirements for John Mattson as a listed company. The Board of Directors is, in accordance with the Swedish Companies Act and the Code, responsible for the internal control of the company regarding financial reporting. John Mattson follows the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework for evaluating a company's internal control over financial reporting, "Internal Control - Integrated Framework", that consists of monitoring five components: control environment, risk assessment, control activities, information and communication, as well as monitoring. John Mattson runs an operative, decentralised and transparent organisation in which the financial department is centralised as a support function. This means that the company has resources in place, in the form of employees and systems, to establish standardised and efficient administrative procedures and processes. Processes are continuously evaluated in line with compliance.

Follow-ups of earnings and balances are made monthly. Clear documentation via policies and instructions together with recurrent follow-ups and regular discussions with the auditors ensure continuous efforts to improve these processes. Management and reporting are examined by the company's auditors twice per year and reported to both the Audit and Finance Committee and the Board of Directors. Based on the above, no requirements for internal auditing are deemed necessary.

Control environment

The internal control is based on divisions of responsibility and work through the Board's rules of procedure, instructions for the committees, the CEO and the financial reporting and policies. Compliance with these is followed up on and evaluated continuously by the

individual responsible. The overall control environment also means that a Group-wide risk assessment is carried out where risks are identified and examined. The management team is responsible for managing risks in a satisfactory manner.

Risk management

Identifying, assessing and managing risks connected to accounting and financial reporting must be built-in to John Mattson's essential processes. Using process mapping, processes including identified risks and controls are documented.

Control activities

For every identified risk, controls are implemented until the risk is deemed to be eliminated or reduced to an acceptable level. Control activities must be documented so that the methods taken are traceable.

Information and communication

Relevant information is to be communicated in the right manner, to the right individuals and at the right time. Communicating relevant information, both upwards and downwards in the hierarchy of an organisation as well as to external parties is an important part of maintaining healthy internal control. Meetings of the management team should be used as a forum for communication and the spread of information. Process managers must have sufficient knowledge of the significant risks and related control activities in the specific process.

Follow-up

The system of internal control and risk management is to be continuously followed up for the purpose of ensuring that the system is enforced, that changes are made when necessary and to examine changes in the working methods. The management team evaluate the Group-wide risk assessment and its management as well as whether or not the specific control activities that are carried out in respective essential processes remain relevant for managing the material risks that John Mattson faces.

Deviations in relation to the Code

John Mattson applies the Swedish Corporate Governance Code (the "Code"). The Code is based on the "comply or explain" approach. This means that a company that applies the Code can deviate from specific regulations, but only if an explanation is given reporting the reasons for this deviation.

John Mattson applied the Code with no deviations in the 2021 financial year.

Board



JOHAN LJUNGBERG

Member of the Board since 2018. Chairman of the Board since 2020, Member of the Audit and Finance Committee and Chairman of the Remuneration Committee. Born: 1972.

Training and education: Civil Engineering, KTH Royal Technical Institute and Tufts University.

Other current assignments: Chief Executive Officer and Chairman of Tagehus Holding AB, Chairman and Board member of companies in the Tagehus group, Chairman of Atrium Ljungberg AB and Board member of K2A Knaust & Andersson Fastigheter AB.

Shareholding in the Company

(including any shareholding of related parties): 4,336,698 shares through majority shareholding in Tagehus Holding AB. Independence status: Independent in relation to the company and its senior executives. Not independent in relation to the company's major shareholders.



HÅKAN BLIXT

Member of the Board since 2012. Member of the Audit and Finance Committee and of the Remuneration Committee.

Born: 1957.

Training and education: Master of Science in Geodesy and Geoinformatics, KTH Royal Institute of Technology

Other current assignments: Board member of SveaReal Holding AB (and its subsidiaries). Board member of Håkan Blixt Ensemble AB.

Shareholding in the Company

(including any shareholding of related parties): -

Independence status: Independent in relation to the company, its senior executives and major shareholders.



ULRIKA DANIELSSON

Member of the Board since 2018. Chairman of the Audit and Finance Committee and Board member of the Remuneration Committee.

Born: 1972.

Training and education: Master of Science in Business Administration from the Gothenburg School of Business, Economics

Other current assignments: CFO of Atrium Liunabera AB.

Shareholding in the Company (including any shareholding of related parties): -

Independence status: Independent in relation to the company and its senior executives. Not independent in relation to the company's major shareholders.



CHRISTER OLOFSSON

Member of the Board since 2015. Born: 1951.

Training and education: Master of Science in Civil Engineering, KTH Royal Institute of Technology.

Other current assignments: Board member of Olofsson & Partners AB and Olofs Holding AB.

Shareholding in the Company

(including any shareholding of related parties): -

Independence status: Independent in relation to the company, its senior executives and major shareholders.



INGELA LINDH

Member of the Board since 2021.

Born: 1959.

Training and education: M.Sc. Architecture, KTH Royal Institute of Technology.

Other current assignments: Chairman of Fastighetsägarna Sverige. Chairman of Svensk Byggtjänst. Board member of Anders Bodin AB.

Shareholding in the Company (including any shareholding of related

parties): -

Independence status: Independent in relation to the company, its senior executives and major shareholders.

Management



PER NILSSON, CEO Chief Executive Officer. Employed since 2022, CEO since 2022. Born: 1978. Training and education: M.Sc. in Industrial Economics from KTH Royal Institute of Technology in Stockholm.

Other current assignments: -Shareholding in the Company: -

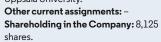


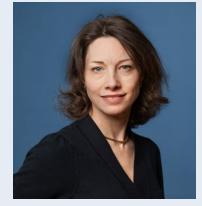
MARIEDBERG Head of Communications. Senior executive since 2020. Born: 1964. Training and education: Bachelor of Science Business Administration, Uppsala University. Other current assignments: -

Shareholding in the Company: -



DANIEL FORNBRANDT Head of Business Development. Senior executive since 2020. Born: 1979. Training and education: Master of Science in Business Administration and Economics, Uppsala University.





CHRISTINA HANSSON Head of Property Management. Senior executive since 2019. Born: 1972. Training and education: Master of Science in Civil Engineering, Lund University. Other current assignments: -Shareholding in the Company: 330 shares.



MARTIN LANDERBY Head of Project Development. Senior executive since 2020. Born: 1977. Training and education: Master of Science in Civil Engineering, KTH Royal Institute of Technology. Other current assignments: -Shareholding in the Company: 5,250 shares.

In 2021, John Mattson's Group management included Siv Malmgren, CEO and Maria Sidén, CFO. Siv Malmgren stepped down as CEO in January 2022. Maria Sidén stepped down as CFO at the end of February 2022. Mattias Lundström was appointed new CFO and will assume the role in August 2022. Until that time, Lars Ingman is acting CFO.