

JohnMattson

The Nomination Committee of John Mattson Fastighetsföretagen AB (publ)'s proposal regarding items 2 and 9–11 for resolution at the 2026 Annual General Meeting

The Nomination Committee and its work

According to the principles for the appointment of the Nomination Committee in John Mattson Fastighetsföretagen AB (publ) (“**John Mattson**” or the “**Company**”) the Nomination Committee shall consist of representatives of the four largest shareholders in terms of voting rights in the Company on the last trading day in August each year. In addition the Chairman shall participate as co-op (with no voting rights)

The Nomination Committee for the AGM 2026 consisted of the following members:

- Ulrika Magnusson, appointed by AB Borudan Ett (Chairman of the Nomination Committee)
- Tom Ljungberg, appointed by Tagehus Holding AB,
- David Östman, appointed by Carnegie Fonder, and
- Tino Goetze, appointed by Bergamotträdet 9 Holding AB

The Chairman of the Board Per Gunnar (P-G) Persson has participated as co-opted member (with no voting rights).

The Nomination Committee has held four minuted meetings and had several discussions in between. Shareholders have had the opportunity to send proposals to the Nomination Committee. None have been received.

As part of its work, the Nomination Committee has reviewed an internal Board evaluation. The summarised evaluation found that the Board performs well and that the Chairman of the Board leads the work of the Board in a very positive manner and creates a positive working environment for the Board.

The Nomination Committee has held several discussions with the Chairman of the Board regarding the Board's work, its composition and competencies and has held interviews with all the Board members and the Company's CEO. The results of the Board evaluation have been confirmed by the interviews with the Board members and the Company's CEO.

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

The Nomination Committee has held discussions with the larger shareholders about the composition of the Board and Board fees.

The Nomination Committee has also discussed and proposed Board fees, auditor fees, and reviewed the principles for how the Nomination Committee is to be appointed and the instructions for the Nomination Committee which were revised at the AGM 2023 and adopted unchanged at the AGM 2024 and shall continue to apply until further notice. Finally, the Nomination Committee discussed the election of the Chairman of the AGM 2026.

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 an open and constructive dialogues in a positive atmosphere.

The Nomination Committee's proposals to the Annual General Meeting

Election of a Chairman of the meeting

The Nomination Committee proposes that the Chairman of the Board, P-G Persson, or, if he is not present, the person designated by the Board, is elected as the Chairman of the Meeting.

The number of Board members and election of Board members

It was noted that all Board members are available for re-election.

It is proposed that the Board of John Mattson shall remain unchanged and consist of six members (p.y. 6) with no deputies (p.y. 0). For the period until the next AGM, the following present members are proposed for re-election:

- a) Per-Gunnar (P-G) Persson
- b) Johan Ljungberg
- c) Håkan Blixt
- d) Ingela Lindh
- e) Åsa Bergström
- f) Katarina Wallin

The Nomination Committee proposes that P-G Persson will be re-elected as Chairman of the Board and that Johan Ljungberg be re-elected as Deputy Chairman of the Board.

Information about all of the proposed Board members is available on the Company's website (<https://corporate.johnmattson.se/en/corporate-governance>).

In its work, the Nomination Committee is tasked with ensuring that the Company's Board with respect to the Company's operations, phase of development and other relevant circumstances, has an appropriate composition, diversity and breadth of qualifications, experience and background. Furthermore, the Nomination Committee shall work with the goal of achieving an even gender distribution. The composition of the Board should be characterized by diversity in terms of age, gender, education, professional background and other factors.

Based on the information the Nomination Committee has examined, as reported above, the Nomination Committee has solid supporting documentation for determining if the Board's composition is satisfactory and to assess the Board's needs in terms of competence and experience. After the Nomination Committee's evaluation of the Board's work as reported above and taking into account that the present size of the Board consisting of six members is considered suitable, as well as the need for continuity within the Board, it is the Nomination Committee's opinion that the proposed Board corresponds well with the stated goals and that it has the necessary experience, competence and size to successfully lead John Mattson.

The Company's Board already has an even gender distribution and the proposal includes unchanged three women and three men in the Board.

The Nomination Committee continuously follows and evaluates each of the Board members' independence pursuant to the Swedish Corporate Governance Code (the "**Code**"). Each party nominated to the Board was deemed independent in relation to management and the Company as well as in relation to major owners, except for P-G Persson, Johan Ljungberg and Katarina Wallin who deemed not to be independent in relation to major owners. Taking this into account, it is the assessment of the Nomination Committee that the proposed Board meets the requirements of the Code for independence.

Fees to be paid to members of the Board

Proposed remuneration to Board members is as follows (remuneration for 2025 in parentheses):

- Chairman of the Board: SEK 465,000 (465,000)
- Deputy Chairman of the Board: SEK 287,500 (287,500)
- To each of the other Board members: SEK 225,000 (225,000)

- Chairman of the Audit and Finance Committee: SEK 67,500 (67,500)
- Members of the Audit and Finance Committee: SEK 30,000 (30,000)

The total proposed remuneration, including remuneration for committee work, would thus unchanged amount to SEK 1,780,000 under the condition that the Board has six members (incl. the Chairman) and that the Audit and Finance Committee have three members (incl. the chairman). According to information received the proposed Board intends not to appoint a separate Remuneration Committee.

Board fees are to be set at a level where John Mattson can attract and retain Board members with the appropriate competence and experience. Work on the Company's Board and its committee is characterised by a high level of activity and requires considerable work and substantial commitment, which is expected to increase slightly since the number of Board members is proposed to be six compared to the previous seven. The increase in fees for each member corresponds to approximately 12%, but the total Board remuneration remains unchanged.

The Nomination Committee proposes that the remuneration to the Board shall remain unchanged and has considered the remuneration of other comparable companies and the adjustments of the Board fees made in 2025 of approx. 12% for each member and in 2024 of approx. 5% for each member with the exception of the slightly higher fee adjustment for the Deputy Chairman of the Board. The Nomination Committee considered the proposed remuneration market motivated for 2026.

The number of auditors, fees to be paid to the auditors and election of auditors

The Company is proposed to have one registered auditing firm as auditor.

The Nomination Committee proposes the re-election of Ernst & Young Aktiebolag as the Company's auditor for the period until the close of the next Annual General Meeting and that no alternate auditor is appointed for the period. Ernst & Young Aktiebolag has announced that if Ernst & Young Aktiebolag is appointed, Katrine Söderberg will still remain the 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.

Principles for the appointment of the Nomination Committee and instruction for the Nomination Committee's work

The Nomination Committee proposes no adjustments of the principles for the appointment of the Nomination Committee and instructions for the Nomination Committee's work, which were approved by the AGM 2023 and thereafter adopted without any adjustments at the AGM 2024 and which will be applicable until further notice. These are available at the Company's website (<https://corporate.johnmattson.se/bolagsstyrning/bolagsstamma/bolagsstammor/arsstamma-2023/>).

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