

## 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, 22 April 2021, 2:00 p.m.

To prevent the spread of the coronavirus (COVID-19), the Board of Directors has resolved that the AGM will be carried out without the physical presence of shareholders, proxies or external parties and that shareholders will have the opportunity to exercise their voting rights using 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 Wednesday, 14 April 2021, 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 Friday, 16 April 2021; and
- *notify* their intention to attend by submitting a postal vote in accordance with the instructions under the heading “Postal voting” below in such a time that Computershare AB has received the postal vote by Wednesday, April 21, 2021 at the latest. Note that notification to the AGM can only be made using postal voting.

### 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 Friday, 16 April 2021. Such re-registration should be requested from the nominee in good time prior to this date and in accordance with the nominee’s instructions.

### Postal voting

Shareholders may exercise their voting rights by postal voting, pursuant to Sections 20 and 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198). Shareholders must use the form and follow the instructions for postal voting that are available on the Company’s website, <https://corporate.johnmattson.se/en/corporate-governance/governance-structure/>. Completed and signed postal voting forms are to be sent either:

- by mail to Computershare AB, “John Mattson’s AGM”, Box 5267, SE-102 46 Stockholm; or
- by e-mail to [info@computershare.se](mailto:info@computershare.se).

Completed and signed postal voting forms must be in the possession of Computershare AB by Wednesday, April 21, 2021 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 officers 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. Resolution concerning amendment of the Articles of Association.
17. Closing of the Meeting.

## **Proposals from the Board of Directors and the Nomination Committee for resolution by the AGM**

### **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 officers 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 2020 financial year and that the funds available for appropriation by the AGM, approximately SEK 1,220 million 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 375,000 to the Chairman of the Board and SEK 175,000 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 and Johan Ljungberg 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 Ingela Lindh as a Member of the Board for the period until the close of the next AGM. Information about the proposed Board members is available in the Nomination Committee's proposals for the AGM and includes reasoned opinions.
- 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 2021 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 CEO 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 enable 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's Remuneration Committee comprises three Board Members appointed by the Board of Directors and is tasked with preparing remuneration-related issues concerning senior executives for the Board of Directors. The Committee ensures that the Board is provided with decision-data for issues pertaining to principles for remuneration, compensation and other terms of employment for the Chief Executive Officer and other senior executives.

The Committee evaluates the application of the guidelines for remuneration of senior executives as resolved by the AGM, as well as current remuneration structures and levels.

Not later than four weeks prior to the AGM, the Committee prepares and submits a report on the evaluation of the aforementioned item to the Board.

The Committee must approve compensation and other employment terms decided by the Chief Executive Officer for other senior officers in comparable positions. When applicable, the Committee is responsible for ensuring that the incentive program is evaluated each year.

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 guidelines for resolution by the AGM.

The guidelines are applied to all undertakings in terms of remuneration to senior executives, and to any change in such undertakings, decided after the AGM at which the guidelines were adopted. Accordingly, the guidelines have no impact on already pre-existing contractually binding commitments. In the case of remuneration-related matters pertaining to the CEO or other members of Group management, these individuals do not participate in the Board of Directors' processing of and decisions on such matters.

For each financial year, the Board prepares a remuneration report and, not later than three weeks prior to the AGM, makes the report available to the shareholders on the Company's website.

#### **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. Variable remuneration for other employees 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 50 per cent. However, variable cash remuneration must never exceed the levels that are specified above. If the relevant individual does not acquire shares within a prescribed period, the Company can claim the part of the variable cash remuneration that increased as a result of the individual previously choosing to acquire shares as per the above. Employees are expected to own shares on a long-term basis and for a minimum of three years. An agreement concerning these 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 unless 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 5 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 the notice period. 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 2020 provides an overview of how guidelines for remuneration of senior executives, that were adopted by the AGM on 21 April 2020, have been implemented in 2020. 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 2020.

The remuneration report for 2020 will be available on the Company's website by Thursday, 1 April 2021: <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 the following policies for the appointment of the Nomination Committee.*

The Nomination Committee is appointed ahead of the Annual General Meeting and comprises representatives for the three largest shareholders in terms of voting rights in the Company as registered in the share register maintained by Euroclear Sweden AB, or otherwise known shareholders on the last day of trading in August each year. If the Chairman of the Board is not appointed as a representative for one of the three largest shareholders in terms of voting rights in accordance with this provision, the Chairman will also be included in the Nomination Committee. The Chairman of the Board must convene the Nomination Committee to its first meeting. The representatives are appointed by the three largest shareholders in terms of voting rights in the Company but represent all shareholders in the Company.

When applying these policies, a group of shareholders is considered as one shareholder, if they are a group in the Euroclear system or have announced to the Company, via the Chairman of the Board, that they have reached an agreement, via a coordinated exercise of voting rights, to assume a long-term mutual position in terms of the Company's management.

If one or more of the three largest shareholders in terms of voting rights refrains from appointing a member of the Nomination Committee, entitlement to appoint such a member is transferred to the next largest shareholder in terms of voting rights who is not already entitled to appoint a member of the Nomination Committee. The procedure continues until the Nomination Committee comprises three members (if the Chairman of the Board is appointed as one of the three largest shareholders in terms of voting rights) or otherwise until the Nomination Committee comprises four members.

In conjunction with the appointment of the Nomination Committee, shareholders who wish to appoint a member must confirm to the Chairman of the Board that the conditions that provide the shareholder with the right to appoint a member as listed above are still correct.

The names of the members and shareholders they represent are normally published on the Company's website not later than six months prior to the AGM. The Nomination Committee elects its Chairman from amongst its members at its first meeting. The mandate period of the Nomination Committee extends until a new Nomination Committee is appointed.

If there are any changes to the Company's ownership structure after the last day of trading in August and three months before the next AGM that result in a particular shareholder becoming one of the three largest shareholders in terms of voting rights, and this shareholder expresses an interest to the Chairman of the Nomination Committee to be included in the Nomination Committee, this shareholder is entitled, pursuant to the decision of the Nomination Committee, to either appoint an additional member of the Nomination Committee or a member to replace the

member appointed by the smaller shareholder in terms of voting rights following the ownership changes.

A shareholder who has appointed a member of the Nomination Committee is entitled to dismiss the member and appoint a new member. If such a change takes place, the shareholder must without delay notify the Chairman of the Nomination Committee thereof (or, if the Chairman of the Nomination Committee is to be replaced, notify the Chairman of the Board). The notification is to include the name of the dismissed member and the individual who will replace this member on the Nomination Committee.

If a member who represents a shareholder on the Nomination Committee leaves their assignment early, the Nomination Committee must without delay encourage the shareholder who appointed said member to appoint a new member. If a new member is not appointed by the shareholder, the Nomination Committee has the right to offer other larger shareholders, in terms of voting rights, the opportunity to appoint a member of the Nomination Committee, taking into account when the withdrawal occurred and how much time remains until the next AGM. In such a case, an offer is to be made in turn to the largest shareholders in terms of voting rights: first to the largest shareholder in terms of voting rights who has not already appointed a member to the Nomination Committee or who has previously renounced such a right, and subsequently to the second largest shareholder in terms of voting rights who has not already appointed a member of the Nomination Committee or who has previously renounced such right, and so forth. A member that leaves their assignment early must notify the Chairman of the Nomination Committee to this effect (or, if the Chairman of the Nomination Committee is leaving, notify the Chairman of the Board).

The Nomination Committee must fulfil the requirements concerning its composition as set out in the Swedish Corporate Governance Code (the “**Code**”). If larger shareholders with entitlement to appoint members of the Nomination Committee wish to appoint individuals which mean that the requirements for the composition of the Nomination Committee, as stated in the Code, are not fulfilled, the first choice of member by a larger shareholder takes preference over a smaller shareholder. When appointing a new member, the shareholder who is to appoint a new member must take into consideration the current composition of the Nomination Committee. Changes to the composition of the Nomination Committee must be published on the Company’s website when finalised.

The Nomination Committee must perform its assignment in accordance with the instructions below, the Code and other applicable rules. The assignment includes, where applicable, presenting proposals regarding:

- (a) The Chairman of the AGM.
- (b) The number of AGM-elected Board members.
- (c) The election of the Chairman and other AGM-elected members of the Board.
- (d) Fees and other remuneration of each of the AGM-elected Board members and members of the Board’s committees.
- (e) Election of auditor.
- (f) Fees for the auditor.



- (g) Election of the Nomination Committee or decision on the principles for appointing the Nomination Committee.
- (h) Any remuneration of members of the Nomination Committee.
- (i) Instructions for the Nomination Committee.

The Committee's term of office extends until such time as a new Nomination Committee has been formed.

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 proposes that no revision of the established instruction for the Nomination Committee adopted by last year's AGM will be made.

**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 10 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.

**Proposal for decision on amendments to the Articles of Association (item 16)**

The Board proposes that the AGM resolve to amend the Articles of Association pursuant to the following:

<b>Current wording</b>	<b>Proposed wording</b>
<p><b>Article 1 Company name</b></p> <p>The Company's name is John Mattson Fastighetsföretagen AB (publ).</p>	<p><b>Article 1 Registered name</b></p> <p>The Company's registered name is John Mattson Fastighetsföretagen AB (publ)</p>
<p><b>New articles incorporated</b></p>	<p><b>Proposed wording</b></p> <p><b>Article 9 Power of attorneys and postal voting</b></p> <p>The Board of Directors may collect power of attorneys pursuant to Chapter 7, Section 4 second paragraph of the Swedish Companies Act (2005:551).</p>

	The Board of Directors may before a General Meeting resolve that the shareholders shall be entitled to vote by post prior to the General Meeting. If the Board of Directors so decides, postal voting shall be possible by electronic means.
<b>New articles incorporated</b>	<b>Proposed wording</b>
	<b>Article 10 Presence of outsiders</b> Anyone who is not a shareholder in the Company shall, under the terms determined by the Board of Directors, have the right to attend or otherwise follow the negotiations at the general meeting.

As a result of the addition of articles 8 and 9, it is proposed that the paragraphs in the Articles of Association are to be renumbered, whereby the previous Article 9 will become Article 11, the previous Article 10 will become Article 12 and the previous Article 11 will become Article 13.

The resolution to amend the Articles of Association 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 33,670,032. 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, 1 April 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**

Shareholders who wish to request information pursuant to Chapter 7 Section 32 of the Swedish Companies Act must submit a written request to the Company by mail to John Mattson Fastighetsföretagen AB (publ), Att. "AGM 2021", Box 10035, 181 10 Lidingö or by e-mail to [anmalan@johnmattson.se](mailto:anmalan@johnmattson.se) by 12 April 2021 at the latest. Information will be available at the Company at Larsbergsvägen 10, SE-181 10 Lidingö and on the Company's website, <https://corporate.johnmattson.se/en/corporate-governance> by Friday, 16 April 2021 at the latest.

The information will, at the same time, also be sent free of charge to those shareholders who request it and state their address.

Lidingö, March 2021

**John Mattson Fastighetsföretagen AB (publ)**

*Board of Directors*

**For further information, please contact:**

Johan Ljungberg, Chairman of the Board

Tel: +46 (0)73 960 58 87

E-mail: [johan.ljungberg@tagehus.se](mailto:johan.ljungberg@tagehus.se)

Siv Malmgren, Chief Executive Officer

Tel: +46 (0)70 539 35 07

E-mail: [siv.malmgren@johnmattson.se](mailto:siv.malmgren@johnmattson.se)

**About John Mattson Fastighetsföretagen AB (publ)**

John Mattson is a private residential property owner with a total of 2,800 rental apartments in Lidingö and Sollentuna as well as leasehold properties with new construction planned in Slakthusområdet in the City of Stockholm. As of 31 December 2020, the property value was SEK 8.0 billion. The focus of the company's strategy is on property management, refinement, densification and acquisitions. The management of John Mattson's properties is characterised by an overall perspective and close customer relationships. The company's goal is to create great neighbourhoods across generations. John Mattson's shares are listed under the symbol JOMA on Nasdaq Stockholm, Mid Cap. Read more at: [johnmattson.se](http://johnmattson.se) and [corporate.johnmattson.se](http://corporate.johnmattson.se)