

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 given notice of the Annual General Meeting (the “**AGM**”) on Friday, 21 April 2023 at 2:00 p.m. at Malmstensalen at Campus Lidingö (Malmstensskolan), Larsbergsvägen 8, Lidingö. Entry and registration commences at 1:30 p.m.

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**”) on Thursday 13 April 2023, or alternatively, if the shares are nominee-registered, request that the nominee ensures that the shares are registered for voting purposes in such time that the registration is effected on Monday 17 April 2023; and
- *notify* the Company of their intention to attend the AGM in accordance with the instructions under the heading “*Notification of attendance*” below not later than on Monday 17 April 2023.

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 the voting right registration with Euroclear in such time that the registration is effected on Monday 17 April 2023. 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

Shareholders who wish to participate in the AGM themselves or by proxy shall notify the Company of their intent to participate not later than on Monday 17 April 2023. 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 to proxy@computershare.se.

Notification is to include the shareholder’s full name, personal/corporate identification number, address, telephone number, and, if applicable, the number of accompanying advisors (not 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, copies of the certificate of incorporation or equivalent authorisation, should be sent to the Company at the above address or by e-mail to proxy@computershare.se well in advance of the general meeting. The power of attorney may not be older than one year, unless it states that it is valid for an extended period of time, in which case not more than

five years. A form of power of attorney is available on the Company's website (<https://corporate.johnmattson.se/en/corporate-governance>).

Personal data

For information on how your personal data is processed in relation to the AGM, please refer to Euroclear's and Computershare AB's respective privacy policies that are available on their respective website (<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 result 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 the Board members and the auditor.
11. Election of members of the Board and auditor.
12. Resolution on approval of the Board's remuneration report.
13. Resolution on principles for the appointment of the Nomination Committee and the instruction for the Nomination Committee.
14. Resolution on amendments to the articles of association.
15. Resolution on 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 meeting (item 2)

The Nomination Committee proposes that the Chairman of the Board, Johan Ljungberg, or, if he is not present, the person designated by the Board, is elected as the Chairman of the meeting.

Proposal for the appropriation of the Company's result in accordance with the adopted balance sheet (item 8 b)

The Board proposes that no dividend be paid for the 2022 financial year and that the funds available for appropriation by the AGM, approximately SEK 1,833,059,695, be carried forward.

Proposal for the number of Board members and auditors, the fees to be paid to members of the Board and the auditor, and the election of members of the Board and auditor (items 9–11)

The Nomination Committee proposes the following:

- The Board of Directors is to have seven (7) members with no deputies. 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 Board members elected by a general meeting.
- Fees to members of the Audit and Finance 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 auditor's fee is to be paid in accordance with invoices approved by the Company.
- The re-election of Christer Olofsson, Håkan Blixt, Johan Ljungberg and Ingela Lindh to the Board for the period until the close of the next AGM. Ulrika Danielsson has declined re-election.
- The election of Åsa Bergström, Per-Gunnar (P-G) Persson and Katarina Wallin to the Board for the period until the close of the next AGM.
- The election of P-G Persson as Chairman of the Board and the election of Johan Ljungberg as Deputy 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 deputy auditor is appointed for the period until the close of the next AGM. Ernst & Young Aktiebolag has stated that if Ernst & Young Aktiebolag is appointed, Katrine Söderberg will be the auditor-in-charge.

Proposal for resolution on approval of the Board's remuneration report (item 12)

The Board of Directors has not proposed any amendments to the guidelines for remuneration to the senior executives which were adopted by the annual general meeting 2022.

The Board of Directors' remuneration report for 2022 provides an overview of how the guidelines for remuneration of senior executives, which were adopted by the annual general meeting held on 21 April 2022, have been implemented during 2022. The remuneration report also includes information on remuneration to the Company's CEO. The remuneration report has been prepared in accordance with Chapter 8, Section 53 a, of the Swedish Companies Act (2005:551) and the rules on remuneration issued by the Stock Market Self-Regulation Committee.

No deviations from the established process to determine remuneration for senior executives in accordance with the guidelines for remuneration of senior executives have occurred during 2022.

The remuneration report for 2022 will be made available on the Company's website (<https://corporate.johnmattson.se/en/corporate-governance>) not later than on Friday 31 March 2023.

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 13)

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

The Nomination Committee shall, ahead of the Annual General Meeting, be comprised of representatives of the four largest shareholders in terms of voting rights in the Company as registered in the share register maintained by Euroclear Sweden AB, or shareholders that are otherwise known, on the last day of trading in August each year. The Chairman of the Board shall also attend the meetings of the Nomination Committee, however without voting rights. The Chairman of the Board shall convene the Nomination Committee to its first meeting. The representatives shall be appointed by the four largest shareholders in terms of voting rights in the Company but shall represent all shareholders in the Company.

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

If one or more of the four largest shareholders in terms of voting rights refrains from appointing a member of the Nomination Committee, the right to appoint such a member is transferred to the next largest registered shareholder in terms of voting rights who is not already entitled to appoint a member of the Nomination Committee. The procedure shall continue until the Nomination Committee consists of 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 of the Nomination Committee and the shareholders they represent are normally published on the Company's website not later than six months prior to the Annual General Meeting. The representative which represents the largest shareholder in terms of voting rights shall be appointed as Chairman of the Nomination Committee. The term of the Nomination Committee runs until a new Nomination Committee has been appointed.

If there are any changes to the Company's ownership structure after the last day of trading in August but three months before the next Annual General Meeting that result in a particular shareholder becoming one of the four largest registered shareholders in terms of voting rights, and if 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 that shareholder is still one of the four largest shareholders. 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, offers are to be made in turn to the largest shareholders in terms of voting rights (*i.e.* 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 (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 the right to appoint members of the Nomination Committee wish to appoint individuals which entail that the requirements for

the composition of the Nomination Committee, as stated in the Code, are not fulfilled, the first choice for a member presented by a larger shareholder takes preference over that of 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's term 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 take on reasonable costs associated with the work of the Nomination Committee.

The Nomination Committee proposed the following instruction for the Nomination Committee

Nomination Committee members

The Nomination Committee members are to promote the shared interests of all shareholders and shall not unduly reveal details of the Nomination Committee's work. Prior to accepting the assignment, each member of the Nominal Committee is to consider carefully whether there is any conflict of interest or other circumstance that makes the membership of the Nomination Committee inappropriate.

Tasks of the Nomination Committee

The Nomination Committee must perform its assignment in accordance with these instructions, the Code and other applicable rules. The assignment includes, prior to general meetings, where applicable, presenting proposals regarding resolutions on:

- (a) The Chairman of the meeting.
- (b) The number of Board members to be elected by general meetings.
- (c) The election of the Chairman and other members of the Board to be elected by the general meeting.
- (d) Fees and other remuneration for each of the Board members elected by the general meeting and the members of the Board's committees.
- (e) Election of the 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 composition of the Board of Directors

The Company's Board of Directors is to, at any given time, have a composition appropriate for the Company's operations, phase of development, expected future direction 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.

As a part of the Nomination Committee's identification of suitable candidates and assessment of any need for complementary competence as well as its assessment of the composition of the Board of Directors and the suitability of individual members, the Nomination Committee examines the Chairman of the Board's internal Board evaluation as well as each Board member's own evaluation of the Board's compiled competence, the work climate and the member's own competence.

Furthermore, the Board of Directors shall be ownership based; at the same time, the need for independence from the Company, the Company management and the Company's major shareholders shall be taken into account regarding the Board of Directors as a whole.

Board members are to be appointed for a period extending no longer than to the end of the next Annual General Meeting. No deputies are to be appointed for the Board members elected by the general meeting. Before the Nomination Committee nominates a candidate to the Annual General Meeting, the Committee shall assess the candidate's suitability, in part on the basis of an overall evaluation of the, inter alia, candidate's character and theoretical and practical experience. Any potential conflict of interest shall also be taken into account. The candidate's ability to devote adequate time to the board assignments shall also be assessed.

Proposal for election of auditor

The Nomination Committee's proposal to a general meeting concerning the election of an auditor is to include the recommendation from the Audit Committee. If the proposal differs from the recommendation, the reasons for not following Audit Committee's recommendation are to be stated in the proposal. The proposed auditor or auditors must have been involved in the Audit Committee's selection process.

Work of the Nomination Committee

The Nomination Committee has the right, at the Company's expense, to engage recruitment consultants or other external consultants as the Committee deems necessary to be able to complete its assignments.

The Nomination Committee shall issue a statement explaining its proposals with regard to the composition of the Board of Directors contained in this instruction. In particular, the Nomination Committee must explain its proposals with respect to the requirement to strive for gender balance. The Nomination Committee's statement should also include a brief account of how it has conducted its work.

In conjunction with submitting its proposal, the Nomination Committee must provide the Company with information on the proposed Board members' (for re-election or election as new members) date of birth, education, professional experience, assignments within the Company together with other significant assignments, own or related-parties' (physical and legal entities) holdings of shares and other financial instruments of the Company as well as the Nomination Committee's views with regard to the proposed candidates' independence in relation to the Company, the company management and major shareholders in the Company pursuant to that stated in the Code, whereupon the Nomination Committee is to motivate its opinion regarding candidates' independence in the case of circumstances that could question such independence, and, on re-election, which year the candidate was elected to the Board.

The Nomination Committee shall present its proposals and reasoned statements to the Company in sufficient time for these to be included in the notice to attend the general meeting at which Board members or auditors will be elected, as well as to be published on the Company's website in conjunction with the publication of said notice.

At a general meeting at which Board members or auditors will be elected, the Chairman of the Nomination Committee, or whoever the Chairman appoints, is to present the Nomination Committee's proposals and reasoned statements.

Moreover, the Nomination Committee is tasked with conducting its assignment pursuant to the Code.

The Nomination Committee notes that the Code states that the general meeting shall appoint the members of the Nomination Committee or specify how the members shall be appointed and that the general meeting's decision shall include a procedure for replacing a member who leave the Nomination Committee before its work is completed.

The Nomination Committee is of the opinion that the current model, whereby the General Meeting specifies how the members of the Nomination Committee are to be appointed, is the most suitable model for John Mattson.

In addition, it follows from the Code that the General Meeting shall establish instructions for the Nomination Committee.

Proposal for resolution on amendments to the articles of association (item 14)

The Board of Directors proposes that the AGM resolves to amend of the articles of association in accordance with the following.

<i>Current wording</i>	<i>Proposed wording</i>
§ 5 Number of shares	§ 5 Number of shares
The number of shares may amount to not less than 10,000,000 and not more than 40,000,000.	The number of shares may amount to not less than 10,500,000 and not more than 42,000,000.

A resolution concerning amendments to the articles of association requires the support of shareholders who represent at least two thirds (2/3) of the cast votes as well as the shares that are represented at the meeting.

Proposal for resolution on 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 deviation from 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 deviations from the 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 the issuing of new shares requires the support of shareholders who represent at least two thirds (2/3) of the cast votes as well as the shares that are represented at the meeting.

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 37,896,965. No shares are held by the Company itself.

Complete proposals, etc.

Complete proposals for resolutions and other documents which shall be made available prior to the meeting in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code will be available at the Company (address and telephone as above) and on the Company's website (<https://corporate.johnmattson.se/en/corporate-governance>) not later than on Friday 31 March 2023. 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 requests it 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.

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Lidingö, March 2023

John Mattson Fastighetsföretagen AB (publ)

Board of Directors