

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 Thursday 24 April 2025 at 2:00 p.m. in Malmstensalen at Campus Lidingö (Malmstenskolan), 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 Monday, 14 April 2025, 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 Wednesday, 16 April 2025; 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 Wednesday, 16 April 2025.

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 their 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 Wednesday, 16 April 2025. Such re-registration should be requested from the nominee well in advance of 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 Wednesday, 16 April 2025. Notification of attendance can be made:

- electronically on the Company’s website (<https://corporate.johnmattson.se/en/corporate-governance>),
- by e-mail to proxy@computershare.se,
- by telephone +46-771-24 64 00, or
- by mail to Computershare AB, ”John Mattson Fastighetsföretagen AB’s AGM”, Gustav III:s Boulevard 34, SE-169 73 Solna.

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 AGM.

Shareholders represented by a proxy must submit a written, 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 by e-mail to proxy@computershare.se or at the above stated address well in advance of the AGM. 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

template 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 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 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 consolidated accounts, and the auditor's report 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 guidelines for remuneration to senior executives.
14. Resolution on authorisation for the Board to resolve on issues of new shares.
15. Resolution on authorisation for the Board to resolve on acquisitions of own shares.
16. Closing of the meeting.

Proposals from the Board of Directors and the Nomination Committee

Proposal for election of a chairman of the meeting (item 2)

The Nomination Committee proposes that the Chairman of the Board, Per-Gunnar (P-G) Persson, 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 2024 financial year and that the funds available for appropriation by the AGM 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 six (6) 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 465,000 to the Chairman of the Board, SEK 287,500 to the Deputy Chairman of the Board, and SEK 225,000 to each of the other Board members elected by a general meeting.
- Fees to members of the Board of Directors' Audit and Finance Committee shall amount to SEK 67,500 to the Committee Chairman and SEK 30,000 to each of the other Committee members.
- The auditor's fee is to be paid in accordance with invoices approved by the Company.
- The re-election of Per-Gunnar (P-G) Persson, Johan Ljungberg, Håkan Blixt, Ingela Lindh, Åsa Bergström and Katarina Wallin to the Board for the period until the close of the next AGM. Christer Olofsson has declined re-election.
- The re-election of Per-Gunnar (P-G) Persson as Chairman of the Board and the re-election of Johan Ljungberg as Deputy Chairman of the Board for the period until the close of the next AGM.
- The re-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' remuneration report for 2024 provides an overview of how the guidelines for remuneration of senior executives, which were adopted by the AGM held on 21 April 2022, have been implemented during 2024. 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, and will be made available on the Company's website (<https://corporate.johnmattson.se/en/corporate-governance>) not later than three weeks ahead of the meeting.

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 2024. It is noted that since April 2024, the tasks of the Remuneration Committee are performed by the Board of Directors in its entirety. Departures from the guidelines have been made with regards to the CEO's pension, where in addition to the fixed base salary, the variable remuneration is also pensionable.

The Board of Directors proposes that the AGM approves the remuneration report.

Proposal for guidelines for remuneration to senior executives (item 13)

The Board of Directors proposes that the AGM resolves on the following guidelines for remuneration to the Company's senior executives.

The previous guidelines were adopted at the 2022 Annual General Meeting. The main amendment concerns that the Chief Executive Officer's variable remuneration may be pensionable.

These guidelines shall apply to commitments regarding remuneration to senior executives, and changes to such commitments, which are decided after the Annual General Meeting at which these guidelines are adopted. The guidelines thus have no effect on previously binding obligations.

The Board of Directors has not received any comments from shareholders on previously applicable guidelines.

Senior executives

Senior executives refers to the Company's Chief Executive Officer and executives who report directly to the Chief Executive Officer and who are part of the Group management.

Basic principles for remuneration

The Company's business strategy is based on the following four cornerstones:

- a) An overall perspective to property management and close customer relationships.
- b) Adding value to properties through upgrades and conversions.
- c) Infill development on the Company's own land and adjacent to its existing properties.
- d) 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 shall therefore offer remuneration and other terms of employment that enables the Company to ensure access to senior executives with the skills needed by the Company. Conformity to market conditions and competitiveness shall be general principles for remuneration to senior executives of the Company. When determining the guidelines and when evaluating compliance with the guidelines, information regarding the total remuneration to the employees, the components of said remuneration, and the increase and rate of increase of the remuneration over time is included in the Remuneration Committee's and the Board of Directors' decision-making data for assessing the reasonableness of the guidelines.

The decision-making process

The Company's Remuneration Committee is tasked with preparing remuneration-related issues concerning the Chief Executive Officer and senior executives for the Board of Directors. The Remuneration Committee shall further evaluate and present the application of these guidelines as well as current remuneration structures, remuneration levels and, if applicable, incentive programs to the Board of Directors.

The Remuneration Committee must approve compensation and other employment terms decided by the Chief Executive Officer for other senior officers in comparable positions.

With the recommendations of the Remuneration Committee as a basis, the Board of Directors shall, when the need for any material change in the guidelines arises, or at least every fourth year, prepare a proposal for new guidelines to be resolved on by the Annual General Meeting.

If the Board of Directors considers it more appropriate, the tasks of the Remuneration Committee may be carried out by the Board of Directors in its entirety, provided that members of the Board of Directors which are a part of the Company's management do not participate in the work. In the case of remuneration-related matters pertaining to the Chief Executive Officer or other members of Group management, these individuals shall not participate in the Board of Directors' preparation of and decisions on such matters.

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 determined by the Board of Directors, with the intent that they will align with the Company's business strategy, long-term interests and sustainability. Variable cash remuneration to the Chief Executive Officer may not exceed six months' salary, in other words, 50 per cent of the fixed base salary. Variable remuneration to other senior executives may not exceed four and a half months' salary, in other words, 37.5 per cent of the fixed base salary. For other employees (*i.e.* employees not covered by these guidelines) the Company's policy is currently that variable remuneration 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 0.5 times. However, variable cash remuneration must never exceed the levels that are specified above. Employees are expected to own shares on a long-term basis and for a minimum of three years. An agreement concerning these, and other, 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 if the individual in question is encompassed by a defined-benefit pension in accordance with the provisions of a collective bargaining agreement. Variable remuneration is, for senior executives apart from the Chief Executive Officer, only pensionable to the extent it is required pursuant to the applicable provisions of collective bargaining agreements or law. The Chief Executive Officer's variable remuneration may be pensionable. 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 10 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 shall only apply 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 12 months.

The notice period 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 authorisation for the Board to resolve on issues of new shares (item 14)

The Board of Directors proposes that the AGM resolves to authorise the Board of Directors to, for the period until the next AGM on one or several occasions, decide on the issue of new shares corresponding to a maximum of ten (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.

The resolution to authorise the Board of Directors to resolve on issues 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.

Proposal for resolution on authorisation for the Board to resolve on acquisitions of own shares (item 15)

The Board of Directors proposes that the AGM resolves to authorise the Board of Directors to resolve on acquisitions of the Company's own shares on the following terms and conditions:

1. Acquisitions of shares may be made on Nasdaq Stockholm or another regulated market.
2. The authorisation may be exercised at one or several occasions before the next AGM.
3. A maximum number of own shares may be acquired so that the Company's holding of own shares at any given time does not exceed ten (10) per cent of all shares in the Company.
4. Acquisitions of the Company's own shares on Nasdaq Stockholm or another regulated market may only be made within the price interval registered at any given time, *i.e.* the interval between the highest bid price and the lowest selling price.

The Board of Directors shall have the right to decide on other terms and conditions for acquisitions of own shares in accordance with the authorisation.

The purpose of the authorisation is to enable the Board of Directors to optimise and improve the capital structure of the Company, thereby creating additional shareholder value.

Resolution to authorise the Board of Directors to resolve on acquisitions of own 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 75,793,930. No shares are held by the Company itself.

Documents

Documents which shall be made available prior to the AGM will be available at the Company's offices at Larsbergsvägen 10, SE-181 39 Lidingö and on the Company's website (<https://corporate.johnmattson.se/en/corporate-governance>) not later than three weeks prior to the AGM. The documents will be sent free of charge to shareholders who so request and who state their postal address. Such request can be sent to the contact details set out under the heading "*Notification to the meeting*" above. The relevant documents will also 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 2025

John Mattson Fastighetsföretagen AB (publ)

Board of Directors