

NOTICE TO ATTEND THE ANNUAL GENERAL MEETING OF JOHN MATTSON FASTIGHETSFÖRETAGEN AB

The shareholders of John Mattson Fastighetsföretagen AB, 556802-2858 (“**John Mattson**” or “**The Company**”) are hereby called to the Annual General Meeting (AGM) on 11 March 2019, 12:00 p.m. at John Mattson’s offices at Larsbergsvägen 10, SE-181 39 Lidingö.

RIGHT TO PARTICIPATE, ETC.

Shareholders who wish to participate in the general meeting are to be recorded in the register of shareholders maintained by Euroclear Sweden AB no later than Tuesday, March 5, 2019.

Shareholders represented by a proxy are to issue a signed and dated power of attorney for the proxy. The original power of attorney and, for legal entities, certified copies of the certificate of incorporation or equivalent authorisation, should be sent to the company at the above postal address well in advance of the general meeting. The power of attorney may not be older than one year, unless valid for an extended period of time, in which case it may not more than five years. Power of attorney forms are attached to this notice.

PROPOSALS FOR THE AGENDA

1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two officers to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and the auditor’s report and, where appropriate, the consolidated financial statements and auditors’ report on the consolidated financial statements.
7. Resolutions regarding:
 - a) the adoption of the income statement and the balance sheet, and where applicable the consolidated income statement and the consolidated balance sheet;
 - b) the appropriation of the company’s profit or loss 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.
8. Determination of the number of Board members and auditors.
9. Determination of fees to be paid to members of the Board and the auditors.
10. Election of members of the Board and auditors.
11. Resolutions on guidelines for remuneration of senior executives
12. Resolution on principles for the appointment of the Nomination Committee.
13. Resolution regarding change of company category
14. Resolution regarding split of the company’s shares
15. Resolution regarding adoption of new Articles of Association
16. The meeting is declared closed.

PROPOSALS FOR RESOLUTIONS

Proposal for the appropriation of the company's profits (point 7b)

The Board proposes that no dividend be paid for the 2018 financial year and that the earnings be carried forward in the new balance sheet.

Proposal for the number of Board members and auditors, Directors' and auditors' fees, and the election of Board members and auditors (points 8–10)

- The Board is to have six (6) members with no alternates.
The company is to have one (1) auditor with one (1) alternate.
- Fees to the Board, for the period until the close of the next general meeting, amount to SEK 335,000 to the Chairman of the Board and SEK 155,000 to each of the other elected Board members.
- Fees to members of the Audit Committee amount to SEK 50,000 to the committee chairman and SEK 25,000 to other committee members.
- No fees are to be paid to the members of the Remuneration Committee.
- Fees to the auditor are based on the company's approved invoices.
- The re-election of Anders Nylander, Christer Olofsson, Håkan Blixt, Anna Sander, Ulrika Danielsson and Johan Ljungberg to the Board for the period until the close of the next general meeting. The re-election of Anders Nylander as Chairman of the Board.
- The re-election of Jonas Svensson as the company's auditor and Ingemar Rindstig as alternate for the period until the close of the next general meeting.

Proposal regarding guidelines for remuneration of senior executives (point 11)

The Board of Directors proposes that the general meeting of shareholders resolve on the following guidelines for remuneration of the company's senior executives for the period up to the close of the next annual general meeting.

The company offers remuneration and other terms of employment that enable the company to recruit, motivate and retain senior executives with the skills the company 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 Business Development, the Head of Investor Relations and the Communications Director (i.e. five people in total).

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 the company's business strategy and financial targets. Variable cash remuneration for the CEO may not exceed twelve 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.

Pension

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

Other perquisites

Other customary perquisites, for example company cars and healthcare insurance, must be in line with market conditions.

Period of notice and severance package

Between the company and the CEO, a notice period of six 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 Annual General Meeting.

Motion for resolution on principles for the appointment of the Nomination Committee (point 12)

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 shareholders' register maintained by Euroclear Sweden AB, or otherwise known shareholders on the last day of trading in August each year, and the Chairman of the Board, who is also to 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.

If one or more of the three largest shareholders in terms of voting rights refrain 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 four members.

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 meeting. The mandate period of the Nomination Committee extends until a new Nomination Committee is appointed.

Any changes in the company's ownership structure after the last day of trading in August, but before the date occurring three months before the next AGM, and if any shareholder who following this change has become one of the three largest shareholders in terms of voting rights in the company expresses an interest to the Chairman of the Nomination Committee to be included in the Nomination Committee, this shareholder is entitled, pursuant to the rules 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 must offer other major shareholders, in terms of voting rights, the opportunity to appoint a member of the Nomination Committee. Such an offer is to be made in turn to the largest shareholders in terms of voting rights (meaning firstly 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). The

procedure continues until the Nomination Committee is at full strength. 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 who mean 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 above, the Code and other applicable rules. The assignment includes 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 auditors.
- (f) Fees for the auditors.
- (g) Election of the Nomination Committee, alternative decision on the principles for appointing the Nomination Committee, and a decision on the instruction for the Nomination Committee.

Other information

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 principles for the appointment of a Nomination Committee are conditional on the company’s shares being admissible for trading, free of any restriction, on Nasdaq Stockholm or an equivalent marketplace in 2019.

Resolution regarding change of company category (point 13)

The Board proposes that the general meeting resolve on a change of company category from a privately-owned limited liability company to a public limited liability company and consequently change the Articles of Association according to [Appendix 1](#).

The proposed resolution needs 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 Annual General Meeting.

Resolution regarding split of the company’s shares (point 14)

The Board proposes that the general meeting resolve to increase the number of shares in the company through a three-for-one (3:1) split. After the split, the number of shares in the company

will increase from 11,223,344 to 33,670,032. The proposed share split means that the share's quotient value will change from SEK 1 to approximately SEK 0.33.

The Board further proposes that the general meeting resolve that the Board, or someone appointed by the Board, be authorized to establish the record date and make the minor changes to the resolution on the merger that may be required in conjunction with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The proposed resolution needs the support of shareholders who represent at least half of the stated votes represented at the Annual General Meeting.

Resolution regarding adoption of new Articles of Association (point 15)

The Board proposes that the general meeting resolve on changing the company's Articles of Association in accordance with Appendix 2.

The proposed resolution needs 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 Annual General Meeting.

The principles for the appointment of a Nomination Committee are conditional on the company's shares being admissible for trading, free of any restriction, on Nasdaq Stockholm or an equivalent marketplace in 2019.

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Lidingö, February 2019

John Mattson Fastighetsföretagen AB

Board of Directors