

The Nomination Committee of John Mattson Fastighetsföretagen AB (publ)'s proposal regarding items 2 and 9–13 for resolution at the 2020 Annual General Meeting

The Nomination Committee and its work

The 2019 Annual General Meeting (AGM) for John Mattson Fastighetsföretagen AB (publ) (the “Company” or “John Mattson”) resolved on principles for the appointment of the Nomination Committee ahead of the 2020 AGM. According to these principles, the Nomination Committee is to consist of three members appointed by the three largest shareholders in terms of voting rights on the last trading day in August, and the Chairman of the Board.

The Nomination Committee comprised the following members:

- Jan-Erik Lindstedt, appointed by AB Borudan Ett (Chairman of the Nomination Committee)
- Johan Ljungberg, appointed by Tagehus Holding AB
- Magnus Strömer, appointed by Länsförsäkringar Fondförvaltning AB (publ)
- Anders Nylander, Chairman of the Board of John Mattson Fastighetsföretagen AB (publ)

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

As part of its work, the Nomination Committee examines the internal Board evaluation. The summarised evaluation found that the Board performs well and that the Chairman of the Board conducts work in a very positive manner that creates a positive work climate for the Board.

The Nomination Committee also held personal conversations with each Board member on their opinions about the Board's performance. Neither the Chairman of the Board nor Johan Ljungberg were present at these conversations.

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

The Nomination Committee also discussed and proposed Board fees, auditor fees, principles for how the Nomination Committee is to be appointed and the committee's guidelines and instructions. Finally, the Nomination Committee discussed the election of the Chairman for the 2020 AGM.

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 open and constructive dialogues in a positive atmosphere.

The Nomination Committee's proposals to the AGM

The chairman of the AGM

The Nomination Committee proposes Chairman of the Board, Anders Nylander, as the Chairman of the Meeting.

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Anders Nylander is suited for leading the AGM, considering his experience as CEO, Board member and Chairman of listed companies.

Board Members

It is proposed that the Board of John Mattson consist of five members, with no deputies. The Board's current Chairman, Anders Nylander, has declined re-election. For the period until the next AGM, the following members are nominated for re-election:

- a) Johan Ljungberg
- b) Håkan Blixt
- c) Ulrika Danielsson
- d) Christer Olofsson
- e) Anna Sander

The Nomination Committee proposes that Johan Ljungberg be elected as the new Chairman of the Board. The assessment of the Nomination Committee is that Johan Ljungberg's extensive background in the sector, both in senior positions and in board work, makes him a suitable chairman.

All nominated Board members were Board members in 2019. Information about the nominated Board members is available on the Company's website: corporate.johnmattson.se.

In its work, the Nomination Committee is tasked with ensuring that the Company's Board of Directors has a composition appropriate to the Company's operations, phase of development 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. The Nomination Committee is also to strive for gender balance. The Board's composition should be characterised by diversity in terms of age, gender, education, work background and other factors.

Based on the information the Nomination Committee has examined, as well as that reported above, the Nomination Committee has a solid foundation for determining if the Board's composition is satisfactory and to assess the Board's future needs in terms of competence and experience. The Nomination Committee's evaluation of the Board's work confirmed the Board's perception that the proposed Board corresponds well with the stated goals and that it encompasses the necessary experience and competence to successfully lead John Mattson.

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, and everyone except Johan Ljungberg was deemed independent in relation to major owners.

Remuneration of Board members

Proposed remuneration to Board members is as follows (remuneration for 2019 in parentheses):

- Chairman of the Board: SEK 375,000 (355,000)
- To each of the Board Members: SEK 175,000 (155,000)
- Chairman of the Audit Committee: SEK 50,000 (50,000)
- Members of the Audit Committee: SEK 25,000 (25,000)
- Chairman of the Remuneration Committee: SEK 15,000 (–)
- Members of the Remuneration Committee: SEK 15,000 (–)

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The total proposed remuneration, including remuneration for committee work, would thus amount to SEK 1,220,000 under the condition that the Board has five members (incl. the Chairman) and that the Audit Committee and the Remuneration Committee each have three members (incl. the Chairman).

Board fees are to be set at a level that attracts and retains Board members with appropriate competence and experience. Work on the Company's Board and its committees is characterised by a high level of activity and requires considerable work and substantial commitment.

According to the Nomination Committee, the proposed increase in the Board's remuneration is justified, as is the proposed fee to the Remuneration Committee.

Auditors

The Nomination Committee proposes 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 AGM. 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.

Proposal for principles for the composition of the Nomination Committee and the instruction for the Nomination Committee

The Nomination Committee proposes the following principles for the appointment of the Nomination Committee.

The Nomination Committee is appointed ahead of the Annual General Meeting and comprises representatives of 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, 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.

When appointing the Nomination Committee, the shareholders are to take into consideration that the majority of the Nomination Committee members should be independent in relation to the Company and company management. The CEO is not permitted to be a member of the Nomination Committee, nor is any other member of the company management. At least one member of the Nomination Committee should be independent in relation to the largest shareholder in terms of voting rights in the Company.

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The names of the members and the 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, who is neither the Chairman of the Board nor another Board member, 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 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: 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. 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).

No remuneration for work or incurred expenses is payable to members of the Nomination Committee.

The Nomination Committee proposes the following instructions for the work of the Nomination Committee.

Nomination Committee members

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

Tasks of the Nomination Committee

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The Nomination Committee is tasked with, where applicable, proposing resolutions ahead of forthcoming general meetings on:

- (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) Principles for the appointment of the Nomination Committee.
- (h) Instructions for the Nomination Committee.

The composition of the Board of Directors

The Company's Board of Directors is to have a composition appropriate to 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 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 member are to be appointed for a period extending no longer than to the end of the next AGM. No deputies are to be appointed for Board members elected by the general meeting. Before the Nomination Committee nominates a candidate to the AGM, the Committee assesses the candidate's suitability, in part on the basis of an overall evaluation of the composition of the Board of Directors, and in part on the basis of an evaluation, inter alia, of the candidate's character and theoretical and practical experience. Any potential conflict of interest should also be taken into account. The candidate's ability to devote adequate time to the board assignment is also assessed.

Proposal for election of external auditor

The Nomination Committee's proposal to the AGM concerning the election of an external auditor is to include the recommendation from the Audit Committee. If the proposal differs from the recommendation, the reasons for not following the Audit Committee's recommendation are to be stated in the proposal. The auditor(s) proposed by the Nomination Committee must have been part of the Audit Committee's selection procedure.

Work of the Nomination Committee

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

The Nomination Committee issues 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 Swedish Corporate Governance 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 notifies its proposals and reasoned statements to the Company in sufficient time for these to be presented 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 Swedish Corporate Governance Code.

According to the Nomination Committee, the Code stipulates that the AGM appoint members of the Nomination Committee or describe how members are to be appointed and that the AGM's decision include procedures for remunerating members who leave the Nomination Committee before its work is complete.

The Nomination Committee has deemed the current model, which entails that the AGM determine how members of the Nomination Committee are appointed, as the most appropriate model for John Mattson.

It also follows from the Code that the AGM establish an instruction for the Nomination Committee.