



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 Tuesday 21 April 2020, 3:00 p.m. at Malmstensskolans aula, Larsbergsvägen 8, Lidingö. The Meeting will open at 2:30 p.m.

Registration, etc.

Shareholders who wish to participate at the general meeting must be entered in the share register maintained by Euroclear Sweden AB (“**Euroclear**”) as of 15 April 2020 and notify of their intent to participate not later than 15 April 2020 (preferably before 4:00 p.m.).

Notification of attendance can be made through <http://corporate.johnmattson.se/bolagsstyrning>, 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 info@computershare.se. Notification is to include the shareholder’s full name, personal/corporate identification number, address, daytime telephone number, and, if applicable, the number of accompanying advisors (no more than two) who are attending the general meeting.

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. Such registration should be requested from the nominee in good time prior to 15 April 2020.

Proxies, etc.

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, 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 not more than for five years. The power of attorney is available on the Company’s website, <https://corporate.johnmattson.se/en/corporate-governance>.

Privacy notice

Personal data obtained from the share register, notification of attendance, and information pertaining to proxies and assistants will be used for registration, preparation of the voting list for the AGM and, where applicable, the AGM minutes.

For information about how your personal data is processed, refer to the integrity policy available from Euroclear’s website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Proposed agenda

1. Opening of the Meeting.
2. Election of a chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two officers to verify the minutes.
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 auditor's 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 auditor/s.
11. Election of members of the Board and auditors.
12. Resolution on guidelines for remuneration of senior executives
13. Resolution on principles for the appointment of the Nomination Committee and the instruction for the Nomination Committee.
14. Resolution concerning authorisation of the Board to issue new shares.
15. 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, Anders Nylander, is elected as the chairman of the meeting.

Proposal for the appropriation of the Company's profits (item 8b)

The Board proposes that no dividend be paid for the 2019 financial year and that the funds available for appropriation by the AGM, approximately SEK 1,234 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) auditor with one (1) alternate.
- Director's fees, for the period until the close of the next AGM, should 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 should 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) should amount to SEK 15,000.
- The auditor's fee is paid in accordance with invoices approved by the Company.
- The re-election of Christer Olofsson, Håkan Blixt, Anna Sander, Ulrika Danielsson and Johan Ljungberg to the Board for the period until the close of the next AGM.
- The election of Johan Ljungberg as Chairman of the Board for the period until the close of the next AGM.
- 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.

Proposal regarding guidelines for remuneration of senior executives (item 12)

The Board of Directors for John Mattson proposes that the 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:

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- 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 items 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 company management, these individuals do not participate in the Board of Directors' processing of and decisions on such matters.

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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 is 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 months' salary, in other words, one third of the fixed base salary.

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 principles for the appointment of the Nomination Committee and the instruction for the Nomination Committee. (item 13)

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, 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.

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.

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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 they express 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

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.

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.

Proposal for resolution concerning authorisation of the Board to issue new shares (item 14)

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 percent 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.

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 power of attorney 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 31 March 2020. 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.

Information concerning the AGM

If a shareholder at the AGM so requests 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.

Lidingö, March 2020

John Mattson Fastighetsföretagen AB (publ)

Board of Directors