

The Nomination Committee of John Mattson Fastighetsföretagen AB (publ)'s proposal regarding items 2, 9–12 and 14 for resolution at the 2021 Annual General Meeting

The Nomination Committee and its work

The 2020 Annual General Meeting (“AGM”) for John Mattson Fastighetsföretagen AB (publ) (“**John Mattson**” or the “**Company**”) resolved on principles for the appointment of the Nomination Committee ahead of the 2021 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 (Chairman of the Board of John Mattson Fastighetsföretagen AB (publ)), appointed by Tagehus Holding AB
- Magnus Strömer, appointed by Länsförsäkringar Fondförvaltning AB (publ)

The Nomination Committee has held six 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 Chairman of the Nomination Committee also held personal conversations with each Board member on their opinions about the Board’s performance. The Chairman of the Board was not 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 has prepared an internal list of potential candidates to succeed Anna Sander, and has reviewed a number of CVs and held one interview.

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 2021 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 that the Chairman of the Board, Johan Ljungberg, is elected as the Chairman of the Meeting.

Johan Ljungberg is suited for leading the AGM, considering his experience as chairman of several companies and board member of several listed companies.

Board Members

It is proposed that the Board of John Mattson consist of five members, with no deputies. 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

The Nomination Committee proposes that Johan Ljungberg be re-elected as Chairman of the Board.

With the departure of Anna Sander from the Board in December 2020, the following candidate is proposed as a new Member of the Board until the next AGM:

- Ingela Lindh

Ingela Lindh has extensive experience of the property sector and urban development. She was CEO of the City of Stockholm between 2016 and 2018 and has also acted as Director of Urban Planning for Stockholm's Urban Planning Department, and Managing Director of Stockholms Stadshus AB and Stockholmshem. Ingela Lindh is currently Chairman of Fastighetsägarna Sverige and Svensk Byggtjänst, and a board member of companies including Anders Bodin AB. Ingela qualified as an architect at KTH Royal Institute of Technology. Ingela Lindh's broad experience, extensive competence and personal qualities will contribute substantially to growth and development at John Mattson.

All nominated Board members, with the exception of Ingela Lindh, were Board members in 2020. Information about all of 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**"). It is the assessment of the Nomination Committee that the proposed Board meets the requirements of the Code for independence. 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 2020 in parentheses):

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

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 John Mattson can attract and retain 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.

The assessment of the Nomination Committee is that the proposed remuneration is well motivated.

Auditors

The Nomination Committee proposes the election of Ernst & Young Aktiebolag as the Company's auditor for the period until the close of the next AGM and that no alternate auditor is appointed for the period until the close of the next AGM. Ernst & Young Aktiebolag has announced that if Ernst & Young Aktiebolag is appointed, Katrine Söderberg will be auditor-in-charge. 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.

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 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. If the Chairman of the Board is not appointed as a representative for one of the three largest shareholders in terms of voting rights in accordance with this provision, the Chairman will also be included in the Nomination Committee. The Chairman of the Board must 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.

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

If one or more of the three largest shareholders in terms of voting rights refrains 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 three members (if the Chairman of the Board is appointed as one of the three largest shareholders in terms of voting rights) or otherwise until the Nomination Committee comprises 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 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.

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 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 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, 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. 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 which mean that 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, the Code and other applicable rules. The assignment includes, where applicable, 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 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 Committee's term of office 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 defray reasonable costs associated with the work of the Nomination Committee.

The Nomination Committee proposes that no revision of the established instruction for the Nomination Committee adopted by last year's AGM will be made.