

**THE NOMINATION COMMITTEE'S PROPOSALS FOR THE ANNUAL GENERAL MEETING
WEDNESDAY APRIL 21, 2021**

CONTENT

1. The nomination committee's proposals to the Annual General Meeting, report on its work and reasoned statement

A large, illuminated sign spelling "NYFOSA" in a stylized, blocky font is positioned in the center of the image. The sign is set against a backdrop of a city skyline at sunset. The sun is low on the horizon, casting a warm, golden glow across the sky and the city. The skyline includes various buildings and a prominent church spire on the right. The overall scene is dark, with the sign and the sunset providing the primary light sources.

NYFOSA

THE NOMINATION COMMITTEE'S PROPOSALS TO THE ANNUAL GENERAL MEETING, REPORT ON THE NOMINATION COMMITTEE'S WORK AND REASONED STATEMENT

The nomination committee of Nyfosa AB has been appointed in accordance with the principles resolved by a previous general meeting and has, prior to the Annual General Meeting 2021, comprised of:

- Johannes Wingborg, appointed by Länsförsäkringar Fondförvaltning (chairman of the nomination committee);
- Lennart Francke, appointed by Swedbank Robur fonder;
- Suzanne Sandler, appointed by Handelsbanken Fonder;
- Olof Nyström, appointed by Fjärde AP-fonden; and
- Johan Ericsson, chairman of the board of directors of the company.

The nomination committee presents the following proposals to the Annual General Meeting 2021.

- It is proposed that Fredrik Lundén, member of the Swedish Bar Association, shall be elected chairman of the Annual General Meeting.
- The board of directors shall consist of seven members with no deputies.
- The company shall have one auditor with no deputy.
- To directors of the board, for the period until the end of the next Annual General Meeting, it is proposed re-election of Johan Ericsson, Marie Bucht Toresäter, Lisa Dominguez Flodin, Jens Engwall, Jenny Wärmé, Per Lindblad and Mats Andersson. Information about the proposed directors is available on the company's website, www.nyfosa.se.
- It is proposed that Johan Ericsson shall be re-elected as chairman of the board of directors.
- For the period until the end of the next Annual General Meeting, the nomination committee proposes that remuneration of SEK 500,000 (previously SEK 425,000) shall be paid to the chairman of the board of directors and SEK 200,000 (previously SEK 170,000) shall be paid to each other director elected by the meeting who is not employed by the company. Further, it is proposed that for work in the audit committee, an annual remuneration of SEK 70,000 (previously SEK 60,000) shall be paid to the chairman of the audit committee and SEK 35,000 (previously SEK 30,000) to each other member of the audit committee. In addition, it is proposed that for work in the remuneration committee, an annual remuneration of SEK 40,000 (unchanged) shall be paid to the chairman of the remuneration committee, and SEK 20,000 (unchanged) to each other member of the remuneration committee.
- It is proposed, in accordance with the audit committee's recommendation, that the registered accounting firm KPMG AB be re-elected as auditor for the period until the end of the next Annual General Meeting. KPMG AB has informed that if the Annual General Meeting decides to appoint KPMG AB, Mattias Johansson, authorised public accountant, will be the auditor in charge.
- Fees to the auditor shall be paid in accordance with approved invoices.
- No changes are proposed in the instruction to the nomination committee which has been adopted by the previous Annual General Meeting.

In accordance with Section 2.6 and 4.1 of the Swedish Corporate Governance Code, the nomination committee gives the following statement before the Annual General Meeting's election of the board of directors.

Information on the composition of the nomination committee has been available on the company's website. The nomination committee has had, according to resolution by previous general meeting, the assignment to present proposals to the Annual General Meeting regarding the number of directors and the composition of the board of directors, including the chairman of the board of directors, and remuneration to the board of directors. Further, the nomination committee has had the assignment to propose chairman of the Annual General Meeting, auditors and their remuneration, as well as changes

in the applicable rules for the nomination committee, if considered necessary. Information has been available on the company's website that shareholders have had the opportunity to submit proposals to the nomination committee.

The nomination committee has held two meetings with additional contacts in between. The chairman of the board of directors has informed the nomination committee about the company's goals, strategies, challenges and opportunities ahead. An evaluation of the board of directors has been made through a survey to the directors and the nomination committee has also interviewed all directors individually. Further, the company's auditor has been interviewed as well as the new CEO Stina Lindh Hök. The chairman of the board of directors has not been present during these interviews.

The nomination committee has discussed the demands that will be imposed on the board of directors due to the company's operations, development stage, requirements on sustainability and other circumstances, as well as governance and control in order to assess the board of directors' size and appropriate composition. Based on these contacts and considerations, the nomination committee believes that the board of directors' work is carried out well. According to a press release published on August 31, 2020, former CEO Jens Engwall will remain as an advisor to the company for a two-year period.

In light of the fact that the board of directors' work is considered to work well, and that the nomination committee sees a value in continuity, it is proposed that the current board of directors shall be re-elected. When performing its duties, the nomination committee has considered the requirements set by the Swedish Corporate Governance Code (the "Code") regarding the diversity and breadth of the board of directors and the strive for gender balance. The nomination committee has in its proposal for election of the directors applied Section 4.1 of the Code as its diversity policy. The nomination committee is of the opinion that the proposed board of directors has the diversity and breadth with respect to qualifications, experience and background that is necessary in order to understand and lead the company's business. Further, the proposal entails that the board of directors continually will consist of three women and four men. The proportion of women is thus 43 percent.

The current remuneration to the board of directors is regarded marketable in relation to other companies within the real estate sector, however, as Nyfosa is a transaction-oriented company, the company's operations entail a greater workload than normal for the board of directors. For that reason, among other things, the nomination committee proposes an increase in the remuneration.

All of the proposed directors are considered to be independent in relation to major shareholders as well as in relation to the company and the management, except Jens Engwall who is considered independent in relation to major shareholders but not independent in relation to the company and the management. The proposed board of directors complies with the independency requirements in the Code.
