

Motivated opinion regarding the Nomination Committee for Sveafastigheter AB (publ)'s proposal to the Annual General Meeting 2025

Composition of the Nomination Committee

The Nomination Committee of Sveafastigheter AB (publ) (**the "Company"**) consists of:

- Lennart Sten, chairperson of the Nomination Committee (appointed by Samhällsbyggnadsbolaget i Norden AB)
- Johannes Wingborg (appointed by Länsförsäkringar Fondförvaltning AB)
- Göran Larsson (appointed by Weland Holding AB)
- Nils Hast (appointed by Odin Fonder)
- Peter Wågström (chairperson of the board of the Company)

The Nomination Committee's proposal

The Nomination Committee makes the following proposals to the Annual General Meeting 2025:

- Rikard Lindahl, member of the Swedish Bar Association, from Advokatfirman Vinge shall be appointed chairperson of the General Meeting,
- the number of board members for the upcoming term of office shall be increased to seven board members (previously six board members) without any alternate board members,
- Peter Wågström, Per O. Dahlstedt, Peder Johnson, Sanja Batljan, Christer Nerlich and Jenny Wärmé are proposed for re-election as board members for the period until the end of the next Annual General Meeting, and Leiv Synnes is proposed for new election,
- Peter Wågström is proposed for re-election as chairperson of the Board of Directors,
- for the period until the end of the next Annual General Meeting, it is proposed that an unchanged remuneration of SEK 800,000 be paid to the chairperson of the Board of Directors and SEK 400,000 to each of the other board members elected by the Annual General Meeting. Furthermore, it is proposed that for work in the Audit Committee, an unchanged remuneration of SEK 100,000 be paid to the chairperson of the Committee and SEK 70,000 to other board member,
- an additional one-time payment to the board members who are proposed for re-election, equivalent to half a year's remuneration for each respective board member,
- in accordance with the recommendation of the Audit Committee, the re-election of the registered auditing firm Ernst & Young AB (which has announced that Jonas Svensson will continue as the auditor in charge upon re-election) is proposed for the period until the end of the next Annual General Meeting,

- the auditor's fee is proposed to be paid in accordance with approved invoice, and
- an adjustment in the instructions for the appointment of members of the Nomination Committee is proposed, whereby the number of representatives on the Nomination Committee is adjusted from the four largest shareholders to the three largest shareholders.

Motivated opinion

Information about the composition of the Nomination Committee has been available on the Company's website. The Company's website has also contained information that shareholders have had the opportunity to submit proposals to the Nomination Committee. The proposals should have been received by the Nomination Committee no later than 14 March 2025.

The Nomination Committee has held three meetings, for which minutes have been kept. In addition, the Nomination Committee has had discussions via e-mail and telephone. During the meetings, the Nomination Committee has addressed the tasks that the Nomination Committee is required to handle according to the Swedish Corporate Governance Code (the "**Code**"). The chairperson of the Board of Directors has provided information about the board evaluation conducted for the period 2024. In addition, the Nomination Committee has interviewed all existing board members individually. The chairperson of the Board of Directors has not been present at these interviews.

The Company's largest shareholder, Samhällsbyggnadsbolaget i Norden AB (publ), has expressed a desire for board representation through Leiv Synnes. The Nomination Committee's assessment is that Leiv Synnes has extensive experience and expertise from the residential real estate sector and that he can contribute to the work of the Board of Directors. The Nomination Committee's proposal entails that the number of board members is increased from six to seven. As continuity is deemed valuable for the Company, it is further proposed to re-elect all current board members (who have indicated their willingness to be re-elected).

Regarding the composition of the Board of Directors, the diversity policy and objectives set out in section 4.1 of the Code have been applied. The Nomination Committee proposes five men and two women for the new board. Considering the Company's operations, stage of development and other circumstances, the Nomination Committee considers that the proposed Board of Directors has an appropriate composition characterized by diversity and breadth in terms of the members' competence, experience and background. The Nomination Committee intends to work long-term towards a better gender balance in the composition of the board and will take this task into special consideration in the Nomination Committee's work for the coming years.

Leiv Synnes

Year of birth: 1970

Education and work experience: Degree of Master of Science in Business and Economics, Umeå University. Experience as CFO, vice CEO Akelius Residential Property AB, CEO and board member Akelius Skog AB, board member or chairperson of closed or sold companies within the Akelius sphere and CFO and business development manager Akelius Residential Property AB.

Other current assignments: CEO of Samhällsbyggnadsbolaget i Norden AB and chairperson of the board and board member of several subsidiaries within the SBB Group.

Shareholding in the Company as of 31 March 2025 (private holding): 547,942 shares

Independent of the Company and its management: Yes

Independent in relation to the Company's major shareholders: No

Information regarding the other proposed board members is available on the Company's website, www.sveafastigheter.se.

The Nomination Committee has assessed that all board members are independent in relation to both the Company and its management. All board members are also considered to be independent in relation to the Company's major shareholders, with the exception of Leiv Synnes, who is the CEO of Samhällsbyggnadsbolaget i Norden AB, and Sanja Batljan, who is related to one of Samhällsbyggnadsbolaget i Norden AB's major shareholders.

The Nomination Committee has further evaluated the remuneration levels for the Company's board members and has, for its assessment, also reviewed comparisons with other real estate companies. The Nomination Committee considers the current remuneration levels to be reasonable. The Nomination Committee proposes that the Annual General Meeting 2025 resolves that the remuneration levels remain unchanged.

In light of the extensive work performed by the Board of Directors in 2024 in connection with the Company's formation and listing on Nasdaq First North Premier Growth Market, the Nomination Committee proposes that the Annual General Meeting 2025 resolves that the Board members proposed for re-election receive an additional one-time payment equivalent to half a year's remuneration for each respective board member.

The Nomination Committee has further reviewed the Board of Directors' assessment of the work with the Company's auditor, whereby it has been noted that the work with the Company's current auditor is functioning well. The Nomination Committee therefore proposes that the Annual General Meeting 2025 resolves to re-elect Ernst & Young AB as the Company's auditor for the period until the end of the next Annual General Meeting and that the auditor's fee shall be paid in accordance with approved invoices. Ernst & Young AB has announced that if the Annual General Meeting approves the proposal, Jonas Svensson will be the auditor in charge.

The Nomination Committee has assessed that there is a need to make certain minor adjustments to the instructions for the appointment of the members of the Nomination Committee and therefore proposes a new wording as stated in the notice to the Annual General Meeting. The proposed amendment regarding the number of representatives in the Nomination Committee is motivated by the fact that the Company's ownership structure is concentrated, which is why the Nomination Committee considers it sufficient for three shareholders, instead of the current four shareholders, to appoint members to the Nomination Committee.