

RESOLUTIONS PROPOSED BY THE NOMINATING COMMITTEE.

ITEMS 2, 10, 11, 12, 13

BACKGROUND

The Nominating Committee of Diös Fastigheter AB (publ) ("Diös") has been formed of representatives of the four largest shareholders as at 30 September 2016, in accordance with the resolution adopted at the 2016 Annual General Meeting ("AGM") of Diös. The Nominating Committee has consisted of Bo Forsén (Backahill Inter AB), Håkan Sandberg (Pensionskassan SHB Försäkringsförening), Jonas Bengtsson (Bengtssons Tidnings AB) and Bob Persson (AB Persson Invest). Bo Forsén has served as the Committee's chairman. At year-end 2016 the representatives of the four largest shareholders together represented around 42 per cent of the votes of Diös.

The Nominating Committee has been tasked with presenting proposals to the 2017 Annual General Meeting of Diös in respect of:

- the election of a chairman for the AGM
- the election of Board members
- the election of the Chairman of the Board
- Directors' fees
- the election of auditors
- auditors' fees
- the procedure for appointment of the Nominating Committee at the 2017 AGM

THE WORK OF THE NOMINATING COMMITTEE

The Nominating Committee has held four minuted meetings and its members have been in regular contact with each other. As a basis for its work, the Nominating Committee has engaged in discussions with the members of the Board and auditor, and has held meetings with the Chairman. The Committee has been informed about the company's strategy, risk management and control functions among other issues. The Committee has also studied the Board's own evaluation.

After discussing the size and composition of the Board, the Nominating Committee proposes that the Board should consist of five regular members with no deputies. The Nominating Committee deems that the Board will be able to operate effectively and that it will meet the relevant skills and experience requirements.

The Nominating Committee strive a to accomplish gender equality within the Board of Directors and with the proposal below the gender composition will be maintained and consist of two women's and three men's.

The Nominating Committee proposes that Bob Persson be appointed Chairman of the Board and that the existing Board members Anders Bengtsson, Maud Olofsson and Ragnhild Backman and elect Anders Nelson as a new Board member. Svante Paulsson has declined to be re-elected.

The Nominating Committee proposes that Bob Persson be appointed to chair the AGM.

RESOLUTIONS PROPOSED BY THE NOMINATING COMMITTEE CONT.

The Nominating Committee has also discussed the independence of Board members and has established the following:

	Independent of the company	Independent of major owners
Bob Persson	Yes	No
Anders Bengtsson	Yes	No
Maud Olofsson	Yes	Yes
Ragnhild Backman	Yes	Yes
Anders Nelson	Yes	No

The proposed Board composition thus meets the independence criteria for Board members defined by the Nasdaq Stockholm Stock Exchange and in the Corporate Governance Code. The Board also meets other applicable requirements.

As regards Directors' fees, the Nominating Committee proposes that fees in a total amount of SEK 800,000 (725,000) be paid to the Board of Directors, to be distributed as follows:

- SEK 200,000 (185,000) to the Chairman of the Board,
- SEK 150,000 (135,000) to each non-executive Board member

PROPOSAL OF ELECTION AND REMUNERATION OF AUDITOR

The Nomination Committee has, on behalf of the owners decided that the procurement of audit services should be made for the group. The Nomination Committee has decided to invite a number of audit firms to participate in tendering in respect of audit services for the Diös and its constituent units for the period 2017.

Following completion of the procurement process, led by the company's Audit Committee, has two alternative proposals been selected. Based on the evaluation that the Audit Committee has executed the recommendation that Deloitte AB be elected as new auditor. The Audit Committee has found that Deloitte AB in an overall assessment best reflects Diös's requirements and needs. Particular emphasis in the evaluation has been placed on stock market exchange experience, the composition of the audit team, including geographic location, and auditing philosophy and remuneration level.

The Audit Committee confirms that they under the new rules of auditor regulation not has been subject to influence from a third party and is not compelled by any terms that meant limitations in the evaluation of audit firms.

The Nomination Committee therefore proposes re-election of Deloitte AB, with authorized accountant Lars Helgesson as auditor in charge. Furthermore, the Nomination Committee proposes that the Meeting resolves that the remuneration to the auditors, as before, be paid against approved invoices.

The Nominating Committee proposes that a new Nominating Committee for the 2017 AGM be appointed in the same manner as for the present AGM, i.e. that the Committee be appointed no later than six months before the 2017 AGM and consist of representatives of the four largest shareholders based on the last known shareholdings at 31 August 2016.

In case a major shareholder abstains from participating in the work of the Nominating Committee this shareholder shall be replaced by a representative of the next largest shareholder.

Östersund, March 2017

Diös Fastigheter AB (publ)
Nominating Committee

RESOLUTIONS PROPOSED BY THE NOMINATING COMMITTEE CONT.

ITEMS 2, 10, 11, 12, 13

THE NOMINATING COMMITTEE'S REASONED OPINION, TO BE PRESENTED TO THE 2016 ANNUAL GENERAL MEETING OF DIÖS FASTIGHETER AB

On 23 September 2016 Diös announced that a new Nominating Committee had been formed, consisting of representatives of the four largest shareholders, in accordance with the resolution adopted at the 2016 AGM. The following persons were appointed to the Nominating Committee: Bo Forsén (Backahill Inter AB), Håkan Sandberg (Pensionskassan SHB Försäkringsförening), Jonas Bengtsson (Bengtssons Tidnings AB) and Bob Persson (AB Persson Invest). Bo Forsén has served as the Committee's chairman. At 31 December 2016, the four owner representatives together represented around 42 percent of the votes of Diös.

REASONED OPINION CONCERNING THE NOMINATING COMMITTEE'S PROPOSAL FOR APPOINTMENT OF BOARD MEMBER

The Nominating Committee of Diös presents the following reasons for its proposed appointment of Board members. The Nominating Committee considers that the current Board of Directors has operated effectively and that the Board would, as far as the Committee is able to judge, have a composition and pool of expertise which adequately meet the applicable requirements.

Having regard to the company's operations, financial position and other circumstances, the Committee deems that the proposed Board composition is appropriate in respect of meeting the requirements which arise from the company's operations. In this regard, the Nominating Committee has paid particular attention to the company's strategic development, governance and control, and the skills profile and Board composition criteria arising from these factors.

In view of the above, the Committee has proposed that Bob Persson be re-elected as Chairman of the Board, and re-elect the Board members Anders Bengtsson, Maud Olofsson and Ragnhild Backman and elect Anders Nelson as a new Board member.

The Nominating Committee has also discussed the independence of Board members. The proposed Board composition meets the applicable criteria for independence of Board members.

RESOLUTIONS PROPOSED BY THE NOMINATING COMMITTEE CONT.

ITEMS 2, 10, 11, 12, 13

THE NOMINATING COMMITTEE'S REASONED OPINION, TO BE PRESENTED TO THE 2016 ANNUAL GENERAL MEETING OF DIÖS FASTIGHETER AB

SUMMARY OF THE NOMINATING COMMITTEE'S PROPOSAL

The Nominating Committee propose the AGM 2017;

- to elect Bob Persson as Chairman for the AGM,
- to appoint five regular Board members with no deputies,
- to re-elect existing members Anders Bengtsson, Maud Olofsson, Ragnhild Backman and Bob Persson,
- to elect Anders Nelson as new Board member,
- to re-elect Bob Persson as Chairman of the Board,
- that Director's fees be paid to the Board of Directors in a total amount of SEK 800,000:
 - SEK 200,000 to the Chairman of the Board, and
 - SEK 150,000 to each non-executive Board member
- as for auditor, after completed procurement and in accordance with the Audit Committee's recommendation, re-elect Deloitte AB, with authorised auditor Lars Helgesson as responsible auditor
- to remunerate the auditors on the basis of approved invoices, and
- that the new Nominating Committee for the 2018 AGM should be appointed in the same manner as for the present AGM

The full proposal is stated in the notice for the 2017 AGM. Detailed information on Board members can be found on the Diös website.

Östersund, March 2017

Diös Fastigheter AB (publ)
Nominating Committee

RESOLUTIONS PROPOSED BY THE NOMINATING COMMITTEE CONT.*ITEM 15***PRINCIPLES FOR APPOINTMENT OF THE NOMINATING COMMITTEE**

The Nominating Committee proposes that the following principles apply for the appointment of a Nominating Committee for the 2017 AGM.

The Nominating Committee's duty shall be to present proposals on the following matters to be submitted for resolution by the AGM:

1. Proposed chairman for the Meeting
2. Proposal for remuneration of the Board of Directors and the auditor.
3. Proposed Board members
4. Proposed Chairman of the Board
5. Proposed auditor

The Nominating Committee shall be appointed annually and consist of the Chairman of the Board and one representative of each of the four largest shareholders of Diös. The Nominating Committee shall be convened by the Chairman of the Board. The Nominating Committee shall appoint a chairman from among its members, who may not be a member of the Board of Directors. The Managing Director and other members of the management team may not sit on the Nominating Committee.

The names of the persons who will form the Nominating Committee shall be published no later than six month before the AGM on the website of Diös. If a Committee member steps down from the Nominating Committee before its work has been concluded this member shall be replaced by a representative of the shareholder whose representative has stepped down. If this shareholder is no longer one of the four largest shareholders any new shareholder among the four largest shareholders shall be offered a place on the Nominating Committee.

If the application of the above principles results in a Nominating Committee consisting of less than three members a representative of the Swedish Shareholders' Association shall be offered a seat on the Committee.

The Nominating Committee's proposals are consistent with the resolutions adopted at the AGM's in 2006-2016 and have thus applied prior to the 2017 AGM.

Östersund, March 2017

Diös Fastigheter AB (publ)
Nominating Committee