

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 in accordance with the resolution adopted at the 2018 Annual General Meeting ("AGM") of Diös. In September 2018, the Chairman of the Board called representatives of the four largest shareholders, who declared willing to participate in the Nominating Committee, to form a Nominating Committee for the 2019 AGM. The Nominating Committee has consisted of Bo Forsén (Backahill Inter AB), Stefan Nilsson (Pensionskassan SHB Försäkringsförening), Carl Engström (Nordstjernan AB) and Bob Persson (AB Persson Invest). Bo Forsén has served as the Committee's chairman. At year-end 2018 the representatives of the four largest shareholders together represented around 37 per cent of the votes of Diös. On October 19, 2018, the Company has announced the composition of the Nomination Committee and how shareholders can submit proposals to the Nomination Committee.

The Nominating Committee has been tasked with presenting proposals to the 2019 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 2020 AGM

THE WORK OF THE NOMINATING COMMITTEE

The Nominating Committee has held three minuted meetings, one meeting for an interview with a candidate for the board and has interviewed all current of the Board. All decisions within the Nominating Committee have been unanimous. The Nominating Committee's endeavor has been to propose a Board in which both individual board members and the board as a whole meet high demands on relevant knowledge and experience in order to be able to carry out effective board work of high quality. In addition, the Nominating Committee has also endeavored to achieve an even gender distribution in the Board.

The Nominating Committee has informed in detail about the work of the Board and the specific requirements of the company's operations. The Nominating Committee has also taken note of the full results of the evaluation of individual Board members' contribution to the Board work, the chairman's work and how the Board functions as a group. The Nominating Committee's assessment is that the current Board of Directors and its work have been well functioning. The Nominating Committee has been informed that four Board members are available for re-election., and that Board member Anders Bengtsson declined re-election. Five Board members have been assessed appropriately.

RESOLUTIONS PROPOSED BY THE NOMINATING COMMITTEE CONT.

In its proposal regarding the Board, the Nominating Committee has attached specific importance to the proposed Board member's other assignments ensure that they are able to devote the time and commitment required to the Board of Directors.

Against the background of the evaluation, the Nominating Committee proposes re-election of Bob Persson, Ragnhild Backman, Eva Nygren and Anders Nelson. The Nominating Committee proposes the election of Peter Strand to replace Anders Bengtsson, who declined re-election.

The Nominating Committee considers that the proposed Board is given an appropriate composition with regards to the company's business model, development phase and other conditions. It is characterized by versatility and breadth of expertise, experience and background. The proposal also provides continuity in the Board work, which the Nominating Committee considered to be significant in view of the growth of the company the last years. Two of the five Board members are women, which corresponds to 40 per cent of the Board members.

The Nominating committee proposes Bob Persson as chairman of the meeting.

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
Eva Nygren	Yes	Yes
Ragnhild Backman	Yes	Yes
Anders Nelson	Yes	No
Peter Strand	Yes	Yes

The proposed Board composition meets the independence criteria for Board members defined by the Nasdaq Stockholm Stock Exchange and in the Swedish Governance Company Code. The Board also meets other applicable requirements. Presentation of the Board members are available on the website, www.dios.se

The Nominating committee proposes Bob Persson as Chairman of the Board

RESOLUTIONS PROPOSED BY THE NOMINATING COMMITTEE CONT.

As regards Directors' fees, the Nominating Committee proposes that fees in a total amount of SEK 960,000 (800,000) be paid to the Board of Directors, to be distributed as follows:

- SEK 300,000 (200,000) to the Chairman of the Board,
- SEK 165,000 (150,000) to each non-executive Board member

PROPOSAL OF ELECTION AND REMUNERATION OF AUDITOR

The Nominating Committee proposes, in accordance with the Audit Committee's recommendation, re-election of Deloitte AB, and they have informed that authorized accountant Richard Peters will be auditor in charge. Furthermore, the Nominating Committee proposes that the Meeting resolves that the remuneration to the auditors, as before, be paid against approved invoices.

PROPOSAL OF NOMINATING COMMITTEE FOR THE 2019 AGM

The Nominating Committee proposes that a new Nominating Committee for the 2020 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 AGM and consist of the Chairman of the Board and one representative of each of the four largest shareholders of Diös based on the last known shareholdings at 31 August 2019.

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 2019

Diös Fastigheter AB (publ)
Nominating Committee

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THE NOMINATING COMMITTEE'S REASONED OPINION, TO BE PRESENTED TO THE 2019 ANNUAL GENERAL MEETING OF DIÖS FASTIGHETER AB

On 19 October 2018 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 2018 AGM. The following persons were appointed to the Nominating Committee: Bo Forsén (Backahill Inter AB), Stefan Nilsson (Pensionskassan SHB Försäkringsförening), Carl Engström (Nordstjernan AB) and Bob Persson (AB Persson Invest). Bo Forsén has served as the Committee's chairman. At 31 December 2018, the four owner representatives together represented around 37 percent of the votes of Diös.

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

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.

In its proposal regarding the Board of Directors, the Nominating Committee has attached specific importance to the proposed Board member's other assignments ensure that they are able to devote the time and commitment required to the Board of Directors.

The Nominating Committee considers that the proposed Board is given an appropriate composition with regard to the company's business, development phase and other conditions. It is characterized by versatility and breadth of expertise, experience and background. The proposal also provides continuity in the Board work, which the Nominating Committee considered to be significant in view of the growth of the company. Two of the five Board members are women, which corresponds to 40 percent of the members of the Board.

Against the background of the evaluation, the Nominating Committee proposes re-election of Bob Persson, Ragnhild Backman, Eva Nygren and Anders Nelson. The Nominating Committee proposes the election of Peter Strand to replace Anders Bengtsson, who declined re-election.

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

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THE NOMINATING COMMITTEE'S PROPOSED RESOLUTIONS TO THE 2019 ANNUAL GENERAL MEETING OF DIÖS FASTIGHETER AB

SUMMARY OF THE NOMINATING COMMITTEE'S PROPOSAL

The Nominating Committee propose the AGM 2019;

- to elect Bob Persson as Chairman for the AGM,
- to appoint five regular Board members with no deputies,
- to re-elect existing members Anders Nelson, Ragnhild Backman, Eva Nygren and Bob Persson,
- to elect Peter Strand 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 960,000:
 - SEK 300,000 to the Chairman of the Board, and
 - SEK 165,000 to each non-executive Board member
- as for auditor, in accordance with the Audit Committee's recommendation, re-elect Deloitte AB. Deloitte has informed that authorised auditor Richard Peters will be responsible auditor,
- to remunerate the auditors on the basis of approved invoices, and
- that the new Nominating Committee for the 2020 AGM should be appointed in the same manner as for the present AGM

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

Östersund, March 2019

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Nominating Committee

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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 2020 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.
6. Proposed procedure for appointment of the Nominating Committee for the upcoming AGM.

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 CEO and other members of the Senior 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 months 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 2006-2018 and have thus applied prior to the 2019 AGM.

Östersund, March 2019

Diös Fastigheter AB (publ)
Nominating Committee