

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

ITEM 4

AGENDA

1. Opening of the Meeting.
2. Election of a Chairman for the Meeting.
3. Establishment and approval of the register of shareholders.
4. Approval of the agenda.
5. Election of one or two members to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Statement by the CEO.
8. Presentation of the Annual Report and the Auditors' Report together with the Consolidated Financial Statement and Consolidated Auditors' Report.
9. Resolutions concerning:
 - a) the adoption of the income statement and balance sheet together with the consolidated income statement and consolidated balance sheet,
 - b) the appropriation of the company's profit on the basis of the balance sheet adopted,
 - c) discharge to the members of the Board and the CEO for their activities during the financial year, and
 - d) the record date, if the AGM approves the profit distribution proposal.
10. Determination of the number of members of the Board and deputy Board members.
11. Approval of the Board of Directors' and the auditor's remuneration.
12. Election of Chairman and members of the Board.
13. Election of auditors.
14. Approval of policies for remuneration and terms of employment for the members of the management team.
15. Approval of policies regarding the composition of the Nominating Committee.
16. Resolution to authorise the Board of Directors to buy back and transfer shares of the company.
17. Resolution to authorise the Board of Directors to resolve on new share issues.
18. Other business.
19. Closing of the meeting

Östersund, May 2020

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The Board of Directors

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS CONT.

ITEMS 9 B AND 9 D

DIVIDEND AND RECORD DATE

The Board proposes that the AGM declare a dividend of SEK 1.65 per share for 2019. The proposed record date is 29 June 2020. If the AGM approves the proposed dividend, payments will be made through Euroclear Sweden AB on 2 July 2020.

THE STATEMENT OF THE BOARD OF DIRECTORS PURSUANT TO CHAPTER 18, SECTION 4 OF THE SWEDISH COMPANIES ACT (2005:551).

THE PROPOSAL OF THE BOARD OF DIRECTORS

In its proposed allocation of profits the Board proposes that the shareholders attending the 2020 AGM resolve to approve the payment by Diös of a dividend of SEK 1.65 per share in respect of the financial year 2019, resulting in a total payment of SEK 221,945,523.

DIÖS FINANCIAL POSITION

Diös financial targets was:

- a return on equity which exceeds 12 per cent;
- an equity/assets ratio over 35 per cent;
- a loan-to-value ratio not exceeding 55 per cent.

All of the company's financial targets for 2019 were achieved.

Diös consolidated equity ratio was 36.6 per cent, as stated in the Annual Report. After the proposed dividend, the consolidated equity/assets ratio would be 35.6 per cent. The Board expects that the equity ratio will be restored through increased revenues in the property management business. The proposed dividend represents 2.6 per cent of consolidated equity and 7.4 per cent of parent company equity.

The financial instruments in the Group have been measured at fair value in accordance with Chapter 4, Section 14a of the Swedish Annual Accounts Act. Amounts relating to unrealised gains and losses on financial instruments in the

consolidated income statement for 2019 were SEK 0 million and has affected the equity in the Group balance sheet with the same amount. Unrealised gains and losses for properties have been recognised in the income statement and amounts to SEK 331 million for 2019.

REASONED OPINION OF THE BOARD OF DIRECTORS

By reference to the aforesaid the Board of Directors considers that the proposed dividend payment is justifiable in view of the provisions set forth in Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act.

The nature and scope of the operations do not entail risks to a greater extent than what is normal in the industry.

Based on the Board's assessment of the parent company's and Group's financial position, the dividend is justifiable in view of the parent company and consolidated equity requirements arising from the nature, scope and risks of the operations and the consolidation needs, liquidity and position of the parent company and Group.

The Board does not expect that the proposed dividend will affect Diös ability to meet its short-term and long-term obligations or to make necessary investments.

Östersund, May 2020

Diös Fastigheter AB (publ)
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RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS CONT.

ITEM 14

PRINCIPLES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT FOR MANAGEMENT

The Board of Directors proposes following guidelines for remuneration of Senior management. Senior management includes the CEO and other members of Executive management.

The guidelines are decided by the Annual General Meeting and shall apply to remuneration agreed upon and changes made to already agreed remuneration, after the guidelines have been adopted by the Annual General Meeting in 2020. In addition, the Annual General Meeting may decide on other remuneration, e.g. share price-related remuneration, regardless of what these guidelines provide.

Remuneration and benefits to the CEO will be decided by the company's Board of Directors. Remuneration to other senior executives is decided by the CEO in consultation with the company's Board of Directors.

Diös business strategy

Diös business concept is to create inspiring cities where people want to be, work, live and meet through sustainable urban development. Through good relationships, local presence and responsible behaviour with sustainability in focus, Diös develops both commercial and residential properties in ten cities. Through Diös unique position, the goal is to create attractive places that create value for our tenants, our owners and for Diös.

A successful implementation of Diös business strategy and the procurement of the company's long-term interests require that the company can recruit and retain qualified employees.

Remuneration to employees shall be market-based and competitive and in relation to responsibilities and competences.

Remuneration etc.

In addition to base salary, variable incentive compensation plans may exist for the company's Senior executives. Base salary and variable incentives compensation plans shall be determined annually.

The outcome of the incentive program will depend on the extent to which pre-established goals have been met within the framework of the company's operations. The pre-set goals shall be clearly linked to the business strategy and Diös long-term value-adding work, including its sustainability work. Variable compensation for Senior executives is capped at one month's salary. No share-based compensation occurs.

The CEO is entitled to a company car, apartment and insurance and retirement benefits in accordance with the ITP scheme applicable during the period of employment. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for the CEO is 65 years. The period of notice given by the company to the CEO is 12 months. The period of notice given by the CEO to the company is 4 months. Remuneration during a period of notice is deducted from income from another employer. Other senior executives are entitled to a company car. During the period of employment with the company, other executives are entitled to insurance and pension benefits in accordance with the ITP scheme applicable at the time.

Individual investment options are available. Insurance and pension premiums are based on cash salary only.

The retirement age for other senior executives is 65 years. The contracts of other members of Group management are terminable by either party on three to six months' notice.

Diös has a profit-sharing foundation for all its employees. Provision to the profit-sharing foundation is based on a combination of the profit, return on equity and dividend and is capped at SEK 30,000 per year per employee. All employees, including senior executives, receive benefits of small values.

Consideration of the salaries and conditions of employment of the company's employees

In preparing the Board's proposal for these remuneration guidelines, the remuneration and conditions of employment of the company's employees have been taken into account by the fact that information on employees' total remuneration, the components of remuneration and the increase and rate of remuneration over time have been part of the decision-making of the Remuneration Committee and the Board of Directors in evaluating the fairness of the guidelines and the limitations resulting from them.

The decision-making process for defining, evaluating and applying the guidelines

The Board's decision regarding draft guidelines for remuneration to senior executives is prepared by the Remuneration Committee. A proposal for new guidelines shall be drawn up by the Management Board at least every four years. The proposal is submitted to a resolution at the AGM. Guidelines adopted at the AGM are valid until new guidelines are approved by the AGM. In the event of a need for substantial changes to the guidelines, the Management Board shall draw up a proposal for new guidelines.

The Remuneration Committee is tasked with further monitoring and evaluating ongoing and completed programs for variable remuneration for the company's management as well as current remuneration levels and remuneration structures in the company. The Remuneration Committee shall also, within the framework of guidelines adopted by the AGM, prepare proposals regarding remuneration to the President and other senior executives. Senior executives are not present at the Board's consideration of, and decisions on, remuneration-related matters, to the extent that they themselves are affected by the issues.

Review of the guidelines and how shareholders' views have been taken into account

In view of new requirements that apply for the 2020 AGM, these guidelines have been clarified through the link to the company's business strategy and variable remuneration criteria. In substance, the same guidelines apply as before for both fixed and variable salary, other benefits, provision for the company's profit-sharing foundation, terms of employment, etc. No comments regarding the guidelines have been communicated to the company by shareholders.

Information on previously decided benefits

At the time of the 2020 AGM, Diös did not have any remuneration commitments to senior executives that are not due, in addition to current commitments to senior executives, in accordance with the remuneration principles adopted at the 2019 AGM.

Östersund, May 2020

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The Board of Directors

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS CONT.

ITEM 16

AUTHORISATIONS FOR THE BOARD OF DIRECTORS TO BUY BACK AND TRANSFER SHARES OF THE COMPANY

A. The Board of Directors proposes that the AGM resolve to authorise the Board to buy back shares of the company subject to the following terms and conditions:

1. Shares may be purchased on the Nasdaq Exchange Stockholm.
2. Purchases may be made on one or several occasions during the period until the AGM.
3. The number of shares repurchased may not exceed such number as would cause the Group's total holding of treasury shares after the share buybacks to exceed ten (10) per cent of all outstanding shares of the company.
4. Shares may be purchased at a price per share which is within the registered spread at the time of purchase.
5. Repurchased shares of the company must be paid for in cash.

B. The Board of Directors proposes that the AGM resolve to authorise the Board to transfer shares of the company subject to the following terms and conditions:

1. Shares may be transferred on the Nasdaq Exchange Stockholm or in another manner in disapplication of the pre-emption rights of existing shareholders.
2. Transfers of treasury shares may be made on one or several occasions during the period until the next AGM.
3. A transfer of treasury shares may comprise all treasury shares held at the time of the Board's resolution.
4. Transfers of treasury shares on the Nasdaq Exchange Stockholm must be made at a price

per share that is within the spread registered at the time of transfer. Where shares are transferred in another manner the transfer shall be made at an estimated market value.

5. Payment for transferred shares must be made in cash, in kind or by offset of a claim on the company or in another manner subject to terms and conditions.

The purpose of the authorisations described in A and B above is to ensure that the company is able to continually adapt its capital requirements and thereby increase shareholder value, and to ensure that the company is able to transfer shares as payment for or to fund any future property or corporate acquisitions. The Board of Directors, or a person appointed by the Board of Directors, shall have the right to make minor adjustments to the decision on authorisation that may prove to be necessary when registering with the Swedish Companies Registration Office.

The statement of the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act (2005:551).

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to acquire shares up to a maximum of ten (10) per cent of all outstanding shares of the company during the period until the next AGM. The company currently holds 441,418 treasury shares. The total number of issued shares is 134,512,438.

Based on the grounds described in the Board's statement pursuant to Chapter 18 Section 4 of the Companies Act concerning the proposed dividend, the Board considers that the proposed

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS CONT.

ITEM 16

AUTHORISATION FOR THE BOARD OF DIRECTORS TO BUY BACK AND TRANSFER SHARES OF THE COMPANY

authorisation is justifiable with regard to the parameters specified in Chapter 17 Section 3 paragraphs two and three of the Companies Act (the precautionary principle)

Consequently, the Board is of the opinion that the proposed authorisation is justifiable with regard to:

1. the requirements imposed by the nature, scope and risks of the business (company and Group) on the size of equity, and
2. the company's and Group's consolidation requirements, liquidity and general position.

The Board also takes into consideration that it is incumbent on the Board, in the event that such authorisation is used, to present a new reasoned opinion on whether the share buyback effected in such circumstances is defensible in view of what is stated in Chapter 17, Section 3, paragraphs 2 and 3 of the Companies Act.

The proposal of the Board of Directors described in the present Item requires the approval of a majority of at least two thirds of both the votes cast and the shares represented at the AGM.

Östersund, May 2020

Diös Fastigheter AB (publ)
The Board of Directors

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS CONT.**ITEM 17****AUTHORISATION OF THE BOARD OF DIRECTORS TO RESOLVE ON NEW SHARE ISSUES**

The Board of Directors proposes that the AGM resolve to authorise the Board as follows:

1. The Board is authorised, during the period up to the next AGM, to decide, on one or several occasions, to issue new shares with or without pre-emption rights for existing shareholders.
2. The number of shares issued under the authorization may not exceed ten (10) percent of the company's share capital at the time of the Board's first decision to issue new shares under the authorisation.
3. Payment for new shares may be made in the form of a cash or non-cash consideration or in lieu of debt.
4. New shares may be subscribed for in disapplication of the pre-emption rights of existing shareholders. Existing shareholders' pre-emption rights may be disappplied for the purposes specified in Section 5 below.
5. The purpose of the authorisation is to enable property or corporate acquisitions in which payment is made in the form of shares of the company or, alternatively, to capitalise the company prior to such acquisitions. The issuance of shares under the authorisation must be made on market terms.
6. The Board of Directors, or a person appointed by the Board of Directors, shall have the right to make minor adjustments to the decision on authorisation that may prove to be necessary when registering with the Swedish Companies Registration Office.

Östersund, May 2020

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