

## **RESOLUTIONS PROPOSED BY THE NOMINATING COMMITTEE**

*ITEMS 2, 10, 11, 12, 13, 15*

### **BACKGROUND**

The Nominating Committee of Diös Fastigheter AB (publ) ("Diös") has been formed in accordance with the resolution adopted at the 2019 Annual General Meeting ("AGM") of Diös. In September 2019, 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 2020 AGM.

The Nominating Committee has consisted of;

Magnus Sward (Backahill Inter AB),  
Stefan Nilsson (Pensionskassan SHB Försäkringsförening),  
Carl Engström (Nordstjärnan AB) and  
Bob Persson (AB Persson Invest).

Stefan Nilsson has served as the Committee's chairman.

At year-end 2019 the representatives of the four largest shareholders together represented around 42 per cent of the votes in Diös. On October 1, 2019, the Company has announced the composition of the Nomination Committee and how shareholders can submit proposals to the Nomination Committee. Any shareholder proposal has not been submitted.

The Nominating Committee has been tasked with presenting proposals to the 2020 AGM of Diös in respect of:

- the election of a chairman at the AGM
- the election of Board members
- the election of the Chairman of the Board
- remuneration to the members of the Board of Directors
- the election of auditors
- auditors' fees
- the instructions for appointment of the Nominating Committee at the 2021 AGM

### **THE WORK OF THE NOMINATING COMMITTEE**

The Nominating Committee has recorded three meetings, whereof two by telephone. One meeting for an interview with a candidate for the Board of Directors, and it has interviewed all members of the current Board of Directors. 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 of Directors as a whole meet high demands on relevant knowledge and

experience in order to be able to carry out effective work of high quality. In addition, the Nominating Committee has also endeavored to achieve an even gender distribution in the Board of Directors.

The Nominating Committee has been informed in detail about the work of the Board of Directors 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 of Directors 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 found that additional competence within the financial area should be desirable. The Nominating Committee has been informed that all Board members are available for re-election

The Nominating Committee would therefore like to see an additional member elected to the Board. Six Board members have been assessed appropriately.

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.

Against the background of the evaluation, the Nominating Committee proposes re-election of Bob Persson, Ragnhild Backman, Eva Nygren, Anders Nelson and Peter Strand. The Nominating Committee proposes election of Tobias Lönnevall.

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 six Board members are women, which corresponds to 33 per cent of the Board members.

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
Tobias Lönnevall	Yes	No

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.

A presentation of the proposed Board member is available on the website, [www.dios.se](http://www.dios.se)

**EXCEPT THE ABOVE-MENTIONED PROPOSAL TO THE BOARD OF DIRECTORS, THE NOMINATING COMMITTEE ALSO PROPOSE THE FOLLOWING PROPOSALS TO THE AGM:**

**PROPOSAL OF CHAIRMAN FOR THE AGM**

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

**PROPOSAL OF CHAIRMAN OF THE BOARD OF DIRECTORS**

The Nominating Committee proposes Bob Persson as Chairman of the Board of Directors.

**PROPOSAL OF REMUNERATION OF THE BOARD OF DIRECTORS**

As regards Directors' fees, the Nominating Committee proposes that fees in a total amount of SEK 1,125,000 (960,000) be paid to the Board of Directors, to be distributed as follows:

- SEK 300,000 (300,000) to the Chairman of the Board,
- SEK 165,000 (165,000) 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 AGM resolves that the remuneration to the auditors, as before, be paid against approved invoices.

**PROPOSAL OF NOMINATING COMMITTEE FOR THE 2020 AGM**

The Nominating Committee proposes that a new Nominating Committee for the 2021 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 2020.

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, May 2020

**Diös Fastigheter AB (publ)**  
Nominating Committee