

NOMINATION COMMITTEE FOR SAMHÄLLSBYGGNADSBOLAGET I NORDEN AB (PUBL)'S PROPOSAL AND MOTIVATED OPINION

The Nomination Committee's proposal

The nomination Committee proposes that Lennart Schuss is elected Chairman of the Annual General Meeting.

The Nomination Committee proposes that the Board of Directors shall consist of seven Members without any Deputy Members.

The Nomination Committee proposes:

- re-election of Lennart Schuss, Ilija Batljan, Sven-Olof Johansson, Hans Runesten, Anne-Grete Strøm-Erichsen, Fredrik Svensson and Eva Swartz Grimaldi, and
- that Lennart Schuss is re-elected as Chair of the Board.

The Nomination Committee proposes re-election of the registered auditing company Ernst & Young AB as Auditor. Ernst & Young AB has announced that, subject to the approval of the proposal from the Nomination Committee, the Authorized Public Accountant Mikael Ikonen will act as auditor-in-charge.

The Nomination Committee's proposal corresponds with the Audit Committee's recommendation. Neither the Nomination Committee's proposal nor the Audit Committee's recommendation of auditors have been subject to influence of third parties or been forced by any contractual terms limiting the freedom of choice in the selection of auditors.

The Nomination Committee proposes that the fees paid to the Board of Directors shall amount to SEK 3,500,000, of which SEK 1,000,000 shall be paid to the Chair of the Board of Directors and SEK 500,000 shall be paid to other non-employee Members of the Board of Directors elected by the Annual General Meeting. For committee work in the Remuneration Committee, a total fee of SEK 225,000 is proposed to be distributed with SEK 150,000 for the Chairman of the committee and SEK 75,000 for the other member. For committee work in the Sustainability Committee, a total fee of SEK 250,000 is proposed to be distributed with SEK 150,000 for the Chairman of the committee and SEK 50,000 for each other member. For the Audit Committee, which consists of Members of the Board of Directors, fees are proposed to be included in the ordinary Board of Directors fees. Fees to the Auditor is proposed to be paid in accordance with approved invoice.

Motivated opinion

The Nomination Committee for the 2022 Annual General Meeting consists of Mia Batljan (Chairman, appointed by Ilija Batljan and Ilija Batljan Invest AB), Rikard Svensson (AB Arvid Svensson), Sven-Olof Johansson (Compactor Fastigheter AB) and Lennart Schuss (Chairman of the Board). The Nomination Committee has had one recorded meeting prior to the 2022 Annual General Meeting.

The Nomination Committee's opinion is that the proposed composition of the Board of Directors ensures an effective corporate governance, which is in the interests of all shareholders. In formulating its proposal, the Nomination Committee, in accordance with the Swedish Code of Corporate Governance and the company's diversity policy, has taken into account the need for breadth, versatility, competence, experience and background needed to contribute to Samhällsbyggnadsbolaget's future development and considered the requirement to strive for an even gender distribution. The proposed Board Members represents this, as well as knowledge of and far-reaching experience from the industry in which the company operates. According to the Nomination Committee's assessment, the proposal for the Board of Directors meets current requirements regarding the Members' independence in relation to the company and company management and in relation to the company's major shareholders. The Nomination Committee has taken into account that the Board members must be able to set aside the required time for their assignments in the company and considers that this is the case in the light of the proposed Board members' other assignments.

Determination on guidelines regarding composition and instructions for the Nomination Committee

It is proposed that the Annual General Meeting resolves that the following principles and instructions shall apply to the appointment of the Nomination Committee.

The Nomination Committee shall consist of representatives of up to three major shareholders and the Chair of the Board of Directors.

The Chair of the Board of Directors is charged with asking the three largest registered shareholders according to number of votes represented per 30 September 2022, to appoint one member each to the Nomination Committee. If any of these shareholders do not wish to appoint a member, further shareholders in order of number of votes represented are asked to appoint a member. The Chair of the Nomination Committee shall, unless the members of the Nomination Committee agree otherwise, be the member who represents the largest shareholder in number of votes. The Chair of the Nomination Committee shall have the casting vote. The names of the members of the Nomination Committee shall be published in the Company's interim report for the first three quarters of the year.

The term of office for the appointed Nomination Committee shall run until a new Nomination Committee takes office. If a significant change occurs in the ownership structure after the election of the Nomination Committee, the composition of the Nomination Committee must be changed in accordance with the principles above. The Nomination Committee shall prepare and submit proposals to the Annual General Meeting regarding the election of the Chair of the Annual General Meeting, the election of the Chair of the Board of Directors and the other Members of the Board of Directors, determination of fees for the Board of Directors and how the fees shall be divided between the Chair and the other Members as well as principles regarding remuneration for committee work, election and determination of fees regarding auditor and deputy auditor (if applicable), and determination on guidelines regarding appointment of a new Nomination Committee. The Nomination Committee shall be entitled to charge the Company with costs for recruitment consultants and other costs which may be required in order for the Nomination Committee to be able to fulfil its assignment. Remuneration shall not be paid for the work of the Nomination Committee.
