

The English text is an unauthorized translation solely for convenience purposes. In case of inconsistencies between the Swedish and the English text, the Swedish text shall prevail.

The nomination committee's proposal to be presented at the AGM in Fastighets AB Balder (publ) on Monday May 11, 2020.

The nomination committee, whose members have been appointed according to the principles decided by the AGM 2019, consists of Jesper Mårtensson (appointed by Erik Selin Fastigheter AB), Rikard Svensson (appointed by Arvid Svensson Invest AB) and Lars Rasin as chairman. The nomination committee represents approximately 65 percent of the votes for all shares in the company. The nomination committee has submitted the following proposal.

The proposed resolutions below have the same numbering as the proposed agenda for the AGM.

Election of the chairman of the AGM (item 2)

The nomination committee proposes the chairman of the board, Christina Rogestam, to be appointed as the chairman of the AGM.

Determination of the number of directors of the board and deputy directors of the board (item 9)

The nomination committee proposes that the board shall consist of five directors of the board and no deputies.

Determination of fees to the board and auditors (item 10)

The nomination committee proposes fixed directors' fees in the total of SEK 560,000 to be paid and distributed as follows: SEK 200,000 to the chairman of the board and SEK 120,000 to each of the other board members elected by the AGM that are not employed by the company.

The nomination committee proposes that auditor's fees shall be paid against approved account.

Election of Board members, and, when applicable, auditors and any deputy auditors (item 11)

The nomination committee proposes the re-election of Christina Rogestam, Erik Selin, Fredrik Svensson, Sten Dunér and Anders Wennergren.

Christina Rogestam is proposed to be re-elected as chairman of the board.

Motivated opinion regarding the nomination committee's proposal for the Board

The nomination committee has internally discussed the requirements for competence, experience and background that a member of the company's board should possess. Furthermore, the company's governance and control have been taken into account. Independent problems such as gender distribution as diversity have been highlighted.

The nomination committee has, based on the background, competence and experience of the individual members, made the assessment that all members are well-suited, possess the experience and competence that is necessary to be found in a board and that that the board in its composition has worked well. Therefore, the nomination committee proposes re-election of the members to constitute the company's board during the coming term of office.

The nomination committee further assesses that the board, in accordance with this proposal, will have a suitable composition, in view of the company's business, process and other circumstances, in order to meet the needs that the company's business will generate. In its considerations, the nomination committee has considered the gender distribution within the board. Prior to the AGM 2019, the nomination committee made considerations regarding the gender distribution within the board. The nomination committee then considered it desirable to be able to achieve a more even gender distribution. The same considerations have been made before the AGM 2020, but the nomination committee has made the assessment that there is no reason to increase the number of board members at present.

Furthermore, the nomination committee's assessment is that the current members, who are proposed for re-election, meet the requirements for experience and competence that should be placed on the members of the board having regard to this the nomination committee finds no reason to change the composition of the board. Therefore, no new election has been proposed. Through its proposal, the nomination committee has specifically considered the company's strategic development and governance and control and the requirements that these factors place on the Board's competence and composition.

A presentation of all directors and an evaluation of the directors' independence are presented in Appendix A and Appendix B.

Resolution regarding nominations committee (item 12)

The nomination committee proposes to the AGM the following principles for the appointment of the members of the nomination committee.

The nomination committee shall consist of three members. Two members shall be appointed by the two largest shareholders or ownership spheres and Lars Rasin. The names of the two members representing the two largest shareholders, shall be published no later than six months before the AGM 2021 and shall be based on the known ownership immediately prior to the publication. The nomination committee's term of office extends until the appointment of a new nomination committee. The chairman of the nomination committee shall be Lars Rasin.

If Lars Rasin prematurely resigns as a chairman of the nomination committee, the company's chairman of the board shall appoint a new member of the nomination committee as well as chairman until the next general meeting in the company. If any other member of the nominations committee prematurely resigns, the shareholder who had appointed the resigned member shall as soon as possible appoint a new member.

The nominations committee's members shall not be entitled any compensation from Fastighets AB Balder (publ).

Gothenburg April 2020

The nomination committee

Fastighets AB Balder (publ)

Appendix A

AGM 2020

The nominations committee propose that the company's board shall consist of five deputies and no deputy directors.

The Board

The nomination committee proposes the re-election of all directors; Christina Rogestam, Erik Selin, Fredrik Svensson, Sten Dunér and Anders Wennergren.

Christina Rogestam is proposed to be re-elected as chairman of the board.

Christina Rogestam, born 1943

B.A. in civics.

Chairman of the board since 2006.

Former president and CEO of Akademiska Hus AB.

Director of the board in Fastighets AB Stenvalvet.

Shareholding in Balder: 25 000 shares of class B and 3 000 shares of class B via a company.

Erik Selin, born 1967

High school degree in economy.

Director of the board since 2005. CEO of Fastighets AB Balder.

Director of the board of Brinova Fastigheter AB and K-Fast Holding AB.

Director of the board and deputy chairman (proposed as chairman for the 2020 AGM) of Collector Bank AB (publ), director of the board of Västsvenska Handelskammaren, Hexatronic Scandinavia AB, Hedin Bil AB and Ernström & Co.

Shareholding in Balder: 10 500 shares of class B, 8 309 328 shares of class A and 57 200 400 shares of class B via a company.

Fredrik Svensson, born 1961

Master of Science in Business and Economics.

Director of the board since 2005.

Chairman of the Board of AB Arvid Svensson Invest AB and the ABB-Gymnasium.

Director of the board of SBB and Samhällsbyggnadsbolaget.

Shareholding in Balder: 2 915 892 shares of class A and 13 542 540 shares of class B, all via a company.

Sten Dunér, born 1951

Master of Science in Business and Economics.

Director of the board since 2007.

Chairman of the Board of Länsförsäkringar Liv

Director of the board of Garbo and Humlegården

Has no shareholding in Balder.

Anders Wennergren, born 1956

LL. M.

Director of the board since 2009.

Attorney at law and partner, Glimstedt law firm.

Shareholding in Balder: 210 000 shares of class B via a company.

Appendix B

Due to the Swedish code for corporate governance, the majority of the board members that are chosen by the general meeting shall be independent in respect of the company and its management, and no less than two of the directors that are independent in respect to the company and its management shall also be independent in respect to the company's larger shareholders.

The nomination committee has found that the proposed board fulfills the codes requirements of independence.