

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 nominations committee's proposal to be presented at the AGM in Fastighets AB Balder (publ) on Wednesday May 12, 2021.**

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

The nominations committee consists of Jesper Mårtensson (appointed by Erik Selin Fastigheter AB), Rikard Svensson (appointed by Arvid Svensson Invest AB) and Lars Rasin as chairman. The nominations committee has submitted the following proposal.

**Election of the chairman of the AGM (item 2)**

The nominations 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 (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 (item 11)**

The nominations 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 election of board members.**

The Nomination Committee has discussed within itself the requirements for competence, experience and background that should be present with a member of the company's board. Furthermore, the company's governance and control have been taken into account. Independent issues as well as gender distribution and diversity issues have been highlighted.

The Nomination Committee has, taking into account 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 find in the Board and that the Board in its composition has functioned well, proposes re-election of the members to form the company's board during the coming term of office.

The Nomination Committee further makes the assessment that the Board, in accordance with this proposal, will have a, with regard to the company's operations, stage of development and other conditions, an appropriate composition to be able to meet the needs the company's operations will require. The Nomination Committee has also made considerations regarding the gender distribution within the Board. The assessment is that it is desirable to be able to achieve a more even gender distribution, but the Nomination Committee has made the assessment that there is no reason at present to increase the number of members of the Board or to propose new elections. The assessment is that the current members well meet the requirements for experience and competence that should be placed on the board members, and that there is no reason to change the composition of the board. Through its proposal, the Nomination Committee has given special consideration to the company's strategic development as well as governance and control and the requirements that these factors place on the Board's competence and composition.

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

### **Resolution regarding nominations committee (item 12)**

The nominations committee proposes that one representative nominated by each one of the two largest shareholders or ownership spheres in addition to Lars Rasin, who represents the other shareholders, shall be appointed as members of the nominations committee. Names of the two members appointed by the two largest shareholders or ownership spheres, and the owners they represent, shall be published not later than six months before the AGM 2022 and shall be based on the known ownership

immediately prior to the publication. The nominations committee's term of office extends until the appointment of a new nominations committee. The chairman of the nominations committee shall be Lars Rasin.

If Lars Rasin resigns as a chairman of the nominations committee the company's chairman of the board shall appoint a new chairman of the nominations committee until the next general meeting in the company. If any other member of the nominations committee resigns shall the shareholder that the resigning member has been appointed by, within 30 days appoint a new member of the nominations committee.

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

Gothenburg April 2021

**Fastighets AB Balder (publ)**

The nominations committee

## **Appendix A**

### **AGM 2021**

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.

Shareholding in Balder: 20 000 shares of class B.

**Erik Selin**, born 1967

High school degree in economy.

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

Director and chairman of the board of Brinova Fastigheter AB, K-fast Holdint AB and Collector Bank AB (publ), director of the board of Hexatronic Group AB, I. A Hedin Bil AB and Ernström & Co AB.

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.

Director and chairman of the board of Arvid Svensson Invest AB and ABB-Gymnasiet, director of the board of SBB, Samhällsbyggnadsbolaget i Norden AB.

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.

Director and chairman of the board of Länsförsäkringar Liv. Director of the board of Gar-Bo AB and Humlegården Fastigheter AB

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