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The Nomination Committee's proposal to be presented at the Annual General Meeting (AGM) in Fastighets AB Balder (publ) on Friday May 3, 2024

The Nomination Committee, whose members have been appointed in accordance with the instructions that were decided at the AGM 2023 has been composed of Jesper Mårtensson (appointed by Erik Selin Fastigheter AB), Rikard Svensson (appointed by Arvid Svensson Invest AB), Patricia Hedelius (appointed by AMF Tjänstepension och Fonder) and Christina Rogestam, chairman of the Board of Directors. Jesper Mårtensson has been acting as chairman. The Nomination Committee together represent 66,6% of the total numbers of votes 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 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 635,000 to be paid and distributed as follows: SEK 230,000 to the chairman of the board and

SEK 135,000 to each of the other board members elected by the AGM that are not employed by the company. The directors' fees have been raised compared to 2023.

The Nomination Committee proposes that auditor's fees shall be paid against approved account.

Election of board members (item 11)

The Nomination Committee proposes, considering that Christina Rogestam is not available for re-election, the re-election of Sten Dunér, Erik Selin, Fredrik Svensson and Anders Wennergren and the election of Carin Kindbom as a new board member.

Sten Dunér is proposed to be elected as chairman of the board.

Nomination Committee's work

The Nomination Committee has held meetings and have had contact in between. The board members have been interviewed and they have given their views on how the board work is conducted. The Nomination Committee has also carried out an evaluation of the Board and its work.

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 of directors. 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 board members, made the assessment that all now proposed board members are well suited, possess the experience and competence that is necessary to find in the Board of Directors and that the Board of Directors in its composition has functioned well, proposes, considering that Christina Rogestam is not available for re-election, the re-election of the board members as above and the election of Carin Kindbom as new board member, to form the company's Board of Directors during the coming term of office.

The Nomination Committee further makes the assessment that the Board of Directors, 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 of Directors. 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 of Directors. The assessment is that the now proposed board members well meet the requirements for experience and competence that should be placed on the board members. 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 of Directors competence and composition.

A presentation on all board members and an evaluation of the board members independence are presented in Appendix A.

Election of auditor

It is noted that Öhrlings PricewaterhouseCoopers AB on the AGM 2023, was re-elected as the Company's auditor until the end of the AGM 2027.

Resolution regarding nomination committee (item 12)

The Nomination Committee proposes that the Annual General Meeting approves the following instructions for the Nomination Committee.

The instructions for the Nomination Committee shall remain in force until resolutions concerning changes regarding the Nomination Committee's instructions is made by the Annual General Meeting.

1. The Nomination Committee, which represents the Company's shareholders and is the General Meeting's body for the preparation of certain decisions concerning appointments to be made by the General Meeting, shall carry out its duties in accordance with the Swedish Corporate Governance Code.
2. The Company shall have a Nomination Committee consisting of one member for each of the four largest shareholders in terms of voting rights in accordance with item 3 below, who wishes to appoint a director. If any of the four largest shareholders in terms of voting rights waive their right to appoint a member to the Nomination Committee, the next shareholder in order of size shall be given the opportunity to appoint a member.

3. The Nomination Committee for next year's Annual General Meeting shall be constituted based on the shareholders who, as of the last banking day in September, have been registered in the share register maintained by Euroclear Sweden AB, as well as other reliable information about shareholdings that has been provided to the Company at this time.
4. The Chairman of the Board shall, as soon as information about ownership as described above is available, contact a representative of each of the four largest shareholders in the Company, who then has the right to appoint one member each to the Nomination Committee. The members of the Nomination Committee shall be announced no later than six months before each Annual General Meeting. If a member is appointed by a certain owner, the name of the owner must be indicated.
5. The Nomination Committee shall appoint the Chairman of the Nomination Committee from among its members. The Chairman shall not be a director of the Company.
6. If one or more of the shareholders who have appointed members to the Nomination Committee no longer belong to the four largest shareholders earlier than two months before the Annual General Meeting, members appointed by these shareholders shall make their seats available and the shareholder or shareholders who have become one of the four largest shareholders in terms of voting rights shall, after contact with the Chairman of the Nomination Committee, appoint their members.
7. Shareholders who have become one of the four largest shareholders later than two months before the Annual General Meeting shall, instead of being part of the Nomination Committee, have the right to appoint a representative who shall be temporarily admitted as a member to the Nomination Committee and thus participate without voting rights.
8. Shareholders who have appointed a member of the Nomination Committee have the right to dismiss such member and appoint a new member. Changes regarding the composition of the Nomination Committee shall be announced as soon as they have taken place.
9. The Nomination Committee shall submit proposals for resolutions regarding the following items to the Annual General Meeting (including, where applicable, the Extraordinary General Meeting):
 - a) a proposal for Chairman of the Annual General Meeting,
 - b) a proposal on the number of directors on the board,
 - c) a proposal regarding the director's fees divided between the chairman and other directors of the board,
 - d) the fees for the Company's auditors,
 - e) a proposal for directors,

- f) a proposal for Chairman of the Board of Directors,
- g) the election of an auditor, and
- h) where appropriate, proposals for decisions on instructions for the Nomination Committee.

10. The mandate of the current Nomination Committee shall remain in force until the new Nomination Committee is appointed according to the criteria above.

11. No remuneration shall be paid to the members of the Nomination Committee.

Gothenburg, March 2024
The Nomination Committee
Fastighets AB Balder (publ)

Appendix A

AGM 2024

The Nomination Committee propose that the company's Board of Directors shall consist of five board members and no deputies.

The Board of Directors

The Nomination Committee proposes the re-election of the board members Sten Dunér, Erik Selin, Fredrik Svensson and Anders Wennergren and the election of Carin Kindbom, as a new member in the Board of Directors.

Sten Dunér is proposed to be re-elected as chairman of the Board of Directors.

Sten Dunér, born 1951

Master of Science in Business and Economics.

Director of the Board of Directors since 2007.

Chairman of the Board of Länsförsäkringar Liv. Director of the Board of Garbo and Humlegården.

No shareholding in Balder.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company, the company management, and major shareholders.

Erik Selin, born 1967

High school degree in economy.

Director of the Board of Directors since 2005. CEO of Fastighets AB Balder.

Chairman of the board of Brinova Fastigheter AB (publ), K-Fast Holding AB (publ), SLP Swedish Logistic Property AB and Norion Bank AB (publ), director of the board of Hexatronic Group AB (publ), Hedin Mobility Group AB and Neudi & Co AB.

Shareholding in Balder: 63,000 shares of class B, 49,855,968 shares of Class A and 343,202,400 shares of Class B via a company.

In accordance with the Swedish Corporate Governance Code, dependent in relation to the company, the company management, and major shareholders.

Fredrik Svensson, born 1961

Master of Science in Business and Economics.

Director of the Board of Directors since 2005.

Chairman of the board of Arvid Svensson Invest AB.

Shareholding in Balder: 17,495,352 shares of class A and 81,255,240 shares of Class B, all via a company.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company and the company management, dependent to major shareholders.

Anders Wennergren, born 1956

LL. M.

Director of the Board of Directors since 2009.

Attorney at law and partner in Advokatfirman NORMA Law, Director of the Board of at several companies in the BRA Bygg AB Group.

Shareholding in Balder: 1,260,000 shares of class B via a company.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company, the company management, and major shareholders.

Carin Kindbom, born 1968

Proposed Director of the Board of Directors since 2024.

Bachelor of Science, Business Administration from University of Gothenburg School of Business, Economics and Law.

CEO and President at Svenska Mässan Gothia Towers AB since 2010.

Director of the Board in Svenska Mässan Stiftelse, UFI (The Global Association of the Exhibition Industry) and Almega Tjänsteföretagen.

Earlier Director of the Board in Göteborg & Co AB, Börssällskapet i Göteborg, Handelsbanken Västra Sverige, Sten A Olssons Stiftelse för forskning och kultur samt Moment Group AB.

No shareholding in Balder.

In accordance with the Swedish Corporate Governance Code, independent in relation to the company, the company management, and major shareholders.

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 fulfils the codes requirements of independence.