

## **The Nomination Committee's proposals etc. to the 2023 Annual General Meeting**

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The Nomination Committee of K2A Knaust & Andersson Fastigheter AB (publ), Corp. Reg. No. 556943-7600 has been appointed in accordance with the principles previously decided by the 2020 Annual General Meeting and comprises of (i) Peter Möller, appointed by Johan Knaust with company, (ii) Sten Gejrot, appointed by Johan Thorell with company, and (iii) Karl Lilja, appointed by Johan Ljungberg with company. The Chairman of the Nomination Committee has been Karl Lilja. Sten Gejrot has not participated in the Nomination Committee's preparation and decisions concerning himself.

The Nomination Committee's proposals for the 2023 Annual General Meeting follow below. The Nomination Committee's motivated statements regarding proposals for the Board is set out in [Appendix 1](#).

### **Election of the Chairman for the meeting**

The Nomination Committee proposes the election of Sten Gejrot as Chairman of the Annual General Meeting.

### **Determination of the number of Board members, auditors and deputy auditors**

The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting is seven. Furthermore, the Committee proposes one auditor with no deputy.

### **Determination of remuneration for members of the Board of Directors and auditor**

The Nomination Committee proposes that remunerations to the Board members be paid as follows (remuneration decided by the 2022 Annual General Meeting in parentheses).

- Chairman of the Board: SEK 325,000 (SEK 325,000).
- Each of the other Board members: SEK 200,000 (SEK 200,000).
- Chairman of the Audit Committee: SEK 90,000 (SEK 90,000).
- Each of the other members of the Audit Committee: SEK 70,000 (SEK 70,000).
- Chairman of the Sustainability Committee: SEK 45,000 (SEK 45,000).
- Each of the other members of the Sustainability Committee: SEK 30,000 (SEK 30,000).

A Board member who is employed by the Company shall not receive remuneration.

The reason for the Nomination Committee's proposal on special committee remunerations is primarily due to the additional work that committee work entails for the individual Board member.

The Nomination Committee also proposes that fees to the auditor are paid against approved invoices.

### **Election of Board members, Chairman of the Board and auditor**

The Nomination Committee proposes the re-election until the end of the next Annual General Meeting of Sten Gejrot, Ludwig Holmgren, Claes-Henrik Julander, Johan Knaust, Ingrid Lindquist, Johan Ljungberg and Johan Thorell.

It is proposed that Sten Gejrot be re-elected as Chairman of the Board.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the re-election of the registered accounting firm KPMG AB as auditor until the end of the next Annual General Meeting. KPMG AB has notified that Authorised Public Accountant Peter Dahllöf will serve as the Auditor in Charge.

**Principles for how the Nomination Committee is appointed and its work:**

The Nomination Committee is of the opinion that there is no need to adopt updated principles for the appointment of the Nomination Committee and instructions for the Nomination Committee's work. Principles and instructions decided by the 2020 Annual General Meeting will thus continue to apply.

### **The work and motivated statements of the Nomination Committee**

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The Nomination Committee of K2A Knaust & Andersson Fastigheter AB (publ), Corp. Reg. No. 556943-7600, (the "**Company**") has in its work of preparing proposals for the 2023 Annual General Meeting had one meeting and in addition a number of informal contacts by telephone and e-mail.

The Nomination Committee has analysed the level of board and committee remunerations in relation to other similar companies in terms of industry and size. Based on this and in the light of the additional work that committee work entails, the Nomination Committee proposes that special committee remunerations be paid for the Audit Committee and the Sustainability Committee.

In preparing its proposal for the board of directors, the Nomination Committee has taken note of the Board of Director's evaluation of its work and taken into account the requirements on the board's size and composition that are set out in law, Nasdaq Stockholm's Nordic Main Market Rulebook for Issues of Shares and the Swedish Code of Corporate Governance (the "**Code**") and especially the requirement for diversity and breadth in the board and the requirement to strive for gender balance.

It is the Nomination Committee's opinion that the Board of Directors' work in the Company works well and that continuity in the Board is of great importance. The Nomination Committee therefore proposes re-election of the Board members Sten Gejrot, Ludwig Holmgren, Claes-Henrik Julander, Johan Knaust, Ingrid Lindquist, Johan Ljungberg and Johan Thorell, and of Sten Gejrot as Chairman of the Board of Directors.

The proposed Board of Directors has a composition well adapted to the Company's needs and challenges, where each of the members can contribute with relevant experience and competence. The Nomination Committee considers that the proposal provides a board with diversity and breadth and relevant competence and experience with regard to the Company's operations, development stage and other conditions. The Board of Directors is also well placed to ensure that the Company's operations are conducted in a sustainable manner. All Board members correspond to the requirements placed on the members of a listed company.

In the proposed Board of Directors, the proportion of female members is about 14 percent, and the proportion of male members is about 86 percent. In its continued work, the Nomination Committee intends to strive for a more even gender distribution on the Board of Directors. As a diversity policy, the Nomination Committee has applied Rule 4.1 of the Code when preparing its proposal.

In assessing the independence of the proposed Board members, the Nomination Committee has found that its proposal for the Board of Directors in the Company meets the requirements for independence set out in the Code. Of the proposed members, all members except Johan Knaust and Sten Gejrot are considered to be independent in relation to the Company and the company management. Of the proposed members, Ludwig Holmgren, Sten Gejrot and Ingrid Lindquist are considered independent in relation to the Company's major shareholders, and the other proposed members are considered to be dependent on the Company's major shareholders.

Information about the proposed Board members is available on the Company's website, [www.k2a.se](http://www.k2a.se).