

## The nomination committee's proposal for resolutions at the 2025 annual general meeting

The nomination committee of Prisma Properties AB, consisting of Stefan Albinsson (chairman), appointed by Alma Property Partners AB, Tomas Hermansson, appointed by Bonnier Fastigheter Invest AB, Oscar Bergman, appointed by Swedbank Robur Fonder AB and Johannes Wingborg, appointed by Länsförsäkringar Fondförvaltning AB, jointly representing approximately 69 percent of the voting rights for all shares in Prisma Properties AB, and the chairman of the board Simon de Château, has submitted the proposals following below.

The shareholder Capital Group has abstained from appointing a member of the nomination committee.

### **Item 1 - Election of the chairman of the annual general meeting**

The nomination committee proposes Simon de Château as chairman of the 2025 annual general meeting.

### **Item 12 A - Determination of the number of board members**

The nomination committee proposes that the number of board members elected by the general meeting shall be six (6) and that no deputy board members shall be appointed.

### **Item 12 B - Determination of the number of auditors and deputy auditors**

The nomination committee proposes that a registered accounting firm be appointed as auditor and that no deputy auditors be appointed.

### **Item 13 A - Determination of fees to be paid to the board members**

The nomination committee proposes that the fees to the members of the board of directors shall be paid as follows:

- Remuneration to the chairman of the board shall amount to SEK 520,000.
- Remuneration to each of the other members of the board shall amount to SEK 260,000.
- Remuneration to members of the audit committee shall not exceed a total amount of SEK 220,000, of which SEK 110,000 shall be allocated to the chairman of the audit committee and SEK 55,000 to the other members of the committee.
- As of the date of the nomination committee's proposal, the board of directors in its entirety fulfills the tasks incumbent on the remuneration committee. In the event that the board decides to establish a remuneration committee, the remuneration to the members of the remuneration committee shall not exceed a total amount of SEK 110,000, of which SEK 50,000 shall be allocated to the chairman of the remuneration committee and SEK 30,000 to the other members.

The chairman of the board Simon de Château, and board member Jacob Annehed, have declined fees for board and committee duties.

## **Item 13 B - Determination of fees to the auditors**

The nomination committee proposes that fees to the auditor shall be paid on an ongoing basis upon approval of their invoices.

## **Item 14 - Election of board members**

- A. Simon de Château (re-election)
- B. Kristina Alvendal (re-election)
- C. Jacob Annehed (re-election)
- D. Anna-Greta Sjöberg (re-election)
- E. Caroline Tivéus (re-election)
- F. Pontus Enquist (new election)

## **Item 15 - Election of the chairman of the board**

Simon de Château is proposed as chairman of the board.

## **Item 16 - Election of auditor**

In accordance with the recommendation of the audit committee, it is proposed that Ernst & Young Aktiebolag be re-elected as auditor for the period until the end of the next annual general meeting. Provided that the annual general meeting approves the nomination committee's proposal, Ernst & Young Aktiebolag has announced that the authorized public accountant Gabriel Novella will continue as auditor in charge.

## **Item 17 - Resolution to adopt instruction for the nomination committee**

The nomination committee proposes that an adjustment of the instruction for the nomination committee adopted at the annual general meeting 2024 shall be made in accordance with the below. The proposed instruction for the nomination committee shall apply until a resolution to amend the instruction for the nomination committee is adopted by the general meeting.

### **1. Composition of the nomination committee**

The Company shall have a nomination committee consisting of one representative of each of the four largest shareholders in terms of votes wishing to appoint a representative, as well as the chairman of the board. If any of the four largest shareholders in terms of voting rights waives the right to appoint a member to the nomination committee, the next largest shareholder shall be given the opportunity to appoint a member. If a nomination committee with four shareholder-appointed members cannot be convened after contact with the ten largest shareholders in the Company in terms of voting rights, the nomination committee may consist of three shareholder-appointed members.

The nomination committee shall fulfil the composition requirements set out in the Swedish Corporate Governance Code. A member of the nomination committee shall, before accepting the assignment, carefully consider whether there is any conflict of interest or other circumstances that make it inappropriate to be part of the nomination committee. The nomination committee shall be established based on the shareholders registered in the share register maintained by Euroclear on the last banking

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day of August the year before the annual general meeting, as well as other reliable information that has been provided to the Company at that time. For the purpose of determining the four largest shareholders, a group of shareholders shall be deemed to be one shareholder if they have (i) been registered as a group in the Euroclear system, or (ii) publicly announced and notified the Company in writing that they have agreed in writing to enter into a long-term common position on matters relating to the management of the Company by jointly exercising their voting rights.

The chairman of the board shall, as soon as information on shareholding as described above is available, contact a representative of each of the four largest shareholders or groups of shareholders in the Company, and ask them to, within fourteen (14) days, each appoint one representative to the nomination committee. If any such shareholder or group of shareholders do not wish to appoint a member, or if no reply is received within fourteen (14) days, the chairman of the board shall ask the next largest shareholder or group of shareholders in terms of voting rights. For any subsequent requests (to shareholders or groups of shareholders in the Company other than the four largest), shareholders or groups of shareholders have seven (7) days to respond to the chairman's request and appoint a member. The members of the nomination committee shall be announced on the Company's website no less than six months prior to the annual general meeting. If a member has been appointed by a particular shareholder or group of shareholders, his or her name shall be stated.

The nomination committee is appointed for a term from the time its composition is announced until a new nomination committee is appointed. Unless the members agree otherwise, the chairman of the nomination committee shall be the member appointed by the largest shareholder. Neither the chairman of the board, nor any other member of the board of directors, shall be the chairman of the nomination committee.

If a shareholder exceeds the number of votes of any of the shareholders or group of shareholders who have appointed a member of the nomination committee, earlier than three months before the annual general meeting, that shareholder or group of shareholders may contact the chairman of the nomination committee, and request to appoint a member of the nomination committee. Should this occur, the member appointed by the smallest shareholder or group of shareholders in terms of voting rights represented on the nomination committee, shall vacate their seat.

If the change occurs later than three months before the annual general meeting, no changes shall be made to the composition of the nomination committee. Shareholders who have become one of the four largest shareholders or groups of shareholders later than three months prior to the annual general meeting shall, instead of being part of the nomination committee, be entitled to appoint a representative who shall be co-opted to the nomination committee, and thus participate without voting rights.

Shareholders who have appointed a member of the nomination committee have the right to dismiss such a member and instead appoint a new member to the nomination committee. Likewise, a shareholder who has appointed a member who resigns at their own request before the work of the nomination committee is completed has the right to appoint a new member to the nomination

committee. Changes in the composition of the nomination committee shall be announced as soon as possible.

## **2. Tasks of the nomination committee**

The nomination committee shall prepare proposals on the following matters to be submitted to the annual general meeting for decision:

- a) election of the chairman of the annual general meeting;
- b) election of board members;
- c) election of the chairman of the board;
- d) election of auditor;
- e) remuneration to the board of directors, divided between the chairman and the other members of the board, as well as any remuneration for committee work;
- f) remuneration to the Company's auditors;
- g) any amendments to the instructions for the nomination committee; and
- h) other matters that may fall within the remit of a nomination committee under the Swedish Corporate Governance Code.

The Company shall be informed of the nomination committee's proposal at least six weeks before the annual general meeting. All information regarding potential new board members shall be attached to the proposal. In connection with its assignment, the nomination committee shall also perform the tasks assigned to it under the Swedish Corporate Governance Code.

Members of the nomination committee shall not improperly disclose information about the content or details of the nomination committee's discussions.

No fees shall be paid to members of the nomination committee. However, upon request of the nomination committee, the Company shall provide personnel resources such as a secretarial function in the nomination committee to facilitate the work of the nomination committee. If necessary, the Company shall also be able to bear reasonable costs for external consultants deemed necessary by the nomination committee to enable the nomination committee to fulfill its assignment.

At least one member of the nomination committee shall attend general meetings where board members and/or auditors are to be elected and present the justifications underlying the nomination committee's proposals.

### **Other**

Information on all proposed members of the board of directors, the assessment of each such person's independence and information on the proposed auditor, is available on the Company's website, <https://prismaproperties.se/en/>, and will be sent, free of charge, to the shareholders who request the Company to do so.

## **The nomination committee's reasoned statement including an account on how the nomination committee has conducted its work**

### **Presentation of the nomination committee's work**

The nomination committee has addressed all of the matters that are incumbent upon the nomination committee under the Swedish Corporate Governance Code. The nomination committee has held five recorded meetings prior to the annual general meeting 2025, and has also been in contact by use of telephone and through e-mail.

As a basis for its work, the nomination committee has received a report on the work of the board from the chairman of the board and an assessment of the individual board members' expertise within areas of importance to the Company. The nomination committee has also conducted interviews with the current members of the board and the proposed new board member, and spoken with the Company's CEO. In addition, the nomination committee has taken note of the audit committee's recommendation regarding the election of auditor.

The nomination committee has as part of its work, among other things, discussed and considered the extent to which the current board fulfills the requirements that will be imposed on it as a result of the Company's business and stage of development, the size of the board, the areas of expertise that are and should be represented on the board, the composition of the board with respect to experience, gender and background, potential conflicts of interest in the board's work, remuneration to the board members, questions relating to the election of auditor and the remuneration to the auditor and whether any amendments to the current nomination committee instruction are necessary. The nomination committee has considered that an equal gender balance in the board should be sought and that the board should also be characterized by diversity and breadth in terms of competence, experience and background.

The nomination committee has applied rule 4.1. of the Swedish Corporate Governance Code as its diversity policy when preparing its proposal for election of board members. Finally, the nomination committee has, in accordance with the instructions for the nomination committee, informed the Company of the proposals submitted by the nomination committee. Shareholders have been given the opportunity to submit proposals to the nomination committee. No proposals have been received.

### **Assessment of the proposed board and auditor**

The current board members of the Company were appointed in 2022 and 2023 ahead of the Company's listing on Nasdaq Stockholm in June 2024. The board duties over the past years have involved a significant amount of work related to the listing process, which has required extensive efforts from the board. In discussions with the individual board members, the nomination committee has noted that there is a strong commitment within the board, and that the board work is well functioning. All board members have informed the nomination committee that they are available for re-election. Pontus Enquist is proposed as a new board member.

Pontus Enquist, lawyer and partner at Roschier Advokatbyrå AB since 2011, and a member of the Swedish Securities Council, has extensive and long-standing experience in, inter alia, corporate governance and transactions in listed companies, including the real estate sector, as well as expertise in capital market-related matters. In 2024, Pontus has been a co-opted member of the board, in order to provide relevant legal expertise. In discussions with the ordinary board members, it has been noted that Pontus Enquist has acted as an integral part of the board and that he, with his expertise, has contributed significantly to the work of the board. The nomination committee is of the opinion that Pontus Enquist, considering his expertise, experience and background, makes a good complement to the current board. The nomination committee therefore proposes that Pontus Enquist is elected as a new board member of the Company.

The nomination committee is of the opinion that the proposed members of the board collectively constitute a board with an appropriate composition and size, characterized by diversity and breadth of expertise, experience and background required for the Company's business, stage of development and circumstances in general. The nomination committee's proposal is compliant with the Swedish Corporate Governance Code's requirements regarding the independence of the board members, and entails a balanced gender distribution of the board, comprising of three women and three men. Further information about all members proposed for re-election and new election is available on the Company's website, <https://prismaproperties.se/en/>.

*The nomination committee's assessment of the independence of the proposed board members:*

In an overall assessment of the proposed new board member Pontus Enquist's independence, nothing has emerged that could question Pontus Enquist's independence in relation to the Company and its management. However, in his capacity as a lawyer, Pontus Enquist has long assisted Alma Property Partners in legal matters, and will continue to do so. The annual consideration that Roschier Advokatbyrå AB receives from Alma Property Partners is not insignificant. Upon conducting an overall assessment, the nomination committee therefore concludes that Pontus Enquist is not to be considered independent in relation to the Company's major shareholders.

With regard to the other proposed board members, nothing has emerged that would change the previous assessment regarding the independence of the individual board members in relation to the Company and its management or major shareholders.

	Independence in relation to the Company and its management	Independence in relation to major shareholders
Simon de Château, chairman (re-election)	Yes	No
Kristina Alvendal (re-election)	Yes	Yes
Jacob Annehed (re-election)	Yes	No
Anna-Greta Sjöberg (re-election)	Yes	Yes
Caroline Tivéus (re-election)	Yes	Yes
Pontus Enquist (new election)	Yes	No

With respect to the election of auditor, the audit committee has recommended that the nomination committee proposes the re-election of Ernst & Young Aktiebolag as auditor for the period until the end of the next annual general meeting. The nomination committee has no objections to the audit committee's recommendation and therefore proposes re-election of Ernst & Young Aktiebolag as auditor.

## **Assessment of the proposed fees to the board**

The ambition of the nomination committee is that the remuneration to the board is competitive in order to attract and retain board members with the right skills and experience, and that the remuneration is commensurate with the responsibility and effort that the role requires.

The nomination committee has compared the board fees with other companies in the real estate sector and consider the fees to be competitive in comparison to other real estate companies of similar size. Nevertheless, the work undertaken by the board in 2024 has been, and continues to be, comprehensive, and the board members have dedicated a lot of time and effort to the work within the board, which the nomination committee believes justifies a certain increase in the fee.

The proposal entails the introduction of a fee to the chairman of the board, an increase in the current fees for the ordinary board members by four (4) percent, for the chairman of the audit committee by ten (10) percent, and for the other members of the audit committee by ten (10) percent.

The board of directors in its entirety currently fulfills the tasks incumbent on a remuneration committee, but the nomination committee has also proposed remuneration for members of a remuneration committee, should the board choose to establish such a committee. The proposed remuneration constitutes, in the opinion of the nomination committee, reasonable remuneration for members of such a committee.

Simon de Château and Jacob Annehed, representing the Company's majority shareholder Alma Property Partners on the board, have informed the nomination committee that they intend to decline fees for board and committee duties.

## **Instruction for the nomination committee**

The nomination committee proposes the inclusion of a defined deadline in the instruction for the nomination committee, entailing that the four largest shareholders or groups of shareholders are given fourteen days to respond to an inquiry from the chairman of the board as to whether or not they wish to appoint a member to the nomination committee. If such a shareholder or group of shareholders does not respond to the request within fourteen days, the chairman of the board shall ask the next largest shareholder or group of shareholders in terms of voting rights. For subsequent requests (to shareholders or groups of shareholders other than the four largest), shareholders or groups of shareholders are given seven days to respond to the chairman of the board's request and appoint a member. The proposed change is motivated by the fact that the nomination committee recognizes the need to be able to commence the work of the nomination committee in a timely manner.

Furthermore, it is proposed to clarify that shareholders or groups of shareholders that, following the constitution of the nomination committee, exceed the number of votes of any of the shareholders who have already appointed a member of the nomination committee, should contact the chairman of the nomination committee if the shareholder wishes to appoint a member to the nomination committee.

The reason for the proposed change is that the responsibility should lie with the shareholder if they wish to appoint someone to the nomination committee.

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Stockholm March 2025

Prisma Properties AB

The nomination committee