

## **The nomination committee's proposal for resolutions at the 2026 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 67.1 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. The shareholder Case Kapitalförvaltning, which in terms of voting rights has surpassed shareholders who have appointed members of the nomination committee, has not requested to appoint 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 2026 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 (2025 fees in parentheses):

- Remuneration to the chairman of the board shall amount to SEK 540,000 (520,000).
- Remuneration to each of the other members of the board shall amount to SEK 270,000 (260,000).
- Remuneration to members of the audit committee shall not exceed a total amount of SEK 220,000 (220,000), of which SEK 110,000 (110,000) shall be allocated to the chairman of the audit committee and SEK 55,000 (55,000) to the other members of the committee.
- Remuneration to the members of the remuneration committee shall not exceed a total amount of SEK 110,000 (110,000), of which SEK 50,000 (50,000) shall be allocated to the chairman of the remuneration committee and SEK 30,000 (30,000) to the other members.

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 invoices.

**Item 14 - Election of board members**

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

Kristina Alvendal has declined to stand for re-election.

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

Simon de Château is proposed as Chairman of the Board.

**Item 16 - Appointment of auditor**

In accordance with the recommendation of the audit committee, it is proposed that Ernst & Young Aktiebolag be re-appointed 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.

**Other**

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

# **The nomination committee's reasoned statement regarding its proposal for the board of directors, including an account of 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 **Code**"). The nomination committee has held seven recorded meetings prior to the annual general meeting 2026, and has also been in contact by use of telephone and through email.

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 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 appointment of auditor.

The nomination committee has as part of its work, among other things, discussed and considered the extent to which the current board fulfils 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 appointment of auditor and the remuneration to the auditor, and whether any amendments to the current nomination committee instructions are necessary. The nomination committee has considered that an equal gender balance on 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 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.

## **Reasons for the proposed Board of Directors and auditor**

The majority of 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 year have involved a significant amount of work related to the Company's continued growth. The Company has, among other things, initiated and completed several major projects, entered a new market (Finland), and established a green framework and issued green bonds, all of which has required significant efforts from the board. In discussions with the board's chairman, the nomination committee has noted that there is a strong commitment within the board, and that the board work is well functioning.

Current board member Kristina Alvendal has informed the nomination committee that she is not standing for re-election. The other board members have informed the nomination committee that they are standing for re-election. The nomination committee proposes that Günther Mårder be elected as a new board member, as announced in a press release on 9 March 2026.

Günther Mårder, born 1982, holds an MSc in Business and Economics and is Chairman of the Spotlight Group, a board member of Raysearch and Amido, and conducts advisory services with a focus on capital markets, growth companies and strategic development. He has previously held key operational roles as CEO of Företagarna – The Swedish Federation of Business Owners and Aktiespararna – The Swedish Shareholders' Association, and as a savings economist at Nordnet Bank. He has also held board and chairman roles in Unga Aktiesparare and Aktiefrämjandet – The Swedish Association for Share Promotion. The nomination committee considers that, given his expertise, experience and background, Günther Mårder is a good addition to the current board. The nomination committee therefore proposes that Günther Mårder be elected as a new board member in 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 Code's requirements regarding the independence of the board members, and entails a board comprising six members – two women and four men – for the coming mandate period. The nomination committee notes that this does not reflect an even gender balance. In accordance with its instructions and taking into account Rule 4.1 of the Code, the nomination committee has drawn up a requirements profile for the expertise deemed necessary on the board to strengthen the Company's strategic development in the coming years, with a focus on the stock market. During this process, the nomination committee has actively sought candidates of both genders and has assessed a number of individuals against the requirements profile.

The nomination committee wishes to emphasise that gender balance remains an important objective and that it will continue to work actively to achieve gender balance on the board.

Further information about all members proposed for re-election and new election is available on the Company's website, [www.prismaproperties.se/en/](http://www.prismaproperties.se/en/).

With regard to the appointment of auditors, the audit committee has recommended that the nomination committee propose the re-appointment of Ernst & Young Aktiebolag as auditors 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 the re-appointment of Ernst & Young Aktiebolag as auditors.

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

In an overall assessment of the proposed new board member Günther Mårder's independence, nothing has emerged that could bring into question Günther Mårder's independence in relation to the Company and its management, or Günther Mårder's independence 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
Jacob Annehed (re-election)	Yes	No
Pontus Enquist (re-election)	Yes	No
Anna-Greta Sjöberg (re-election)	Yes	Yes
Caroline Tivéus (re-election)	Yes	Yes
Günther Mårder (new election)	Yes	Yes

### **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 considers the fees to be competitive in comparison to other real estate companies of similar size. Nevertheless, the work undertaken by the board in 2025 has been, and continues to be, far-reaching, and the board members have dedicated a lot of time and effort to their board work; the nomination committee feels that this justifies a certain increase in the fee.

The proposal entails an increase in the current fee to the chairman of the board of approximately four (4) percent, and an increase in the current fees for the ordinary board members of approximately four (4) percent. It is proposed that fees to the members of the audit committee and remuneration committee remain unchanged compared to previous years.

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.

### **Instructions for the nomination committee**

The nomination committee does not propose any amendments to the nomination committee instructions adopted by the 2025 annual general meeting. Instructions for the nomination committee are available on the Company's website, [www.prismaproperties.se/en/](http://www.prismaproperties.se/en/).

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Stockholm, March 2026

Prisma Properties AB

The nomination committee