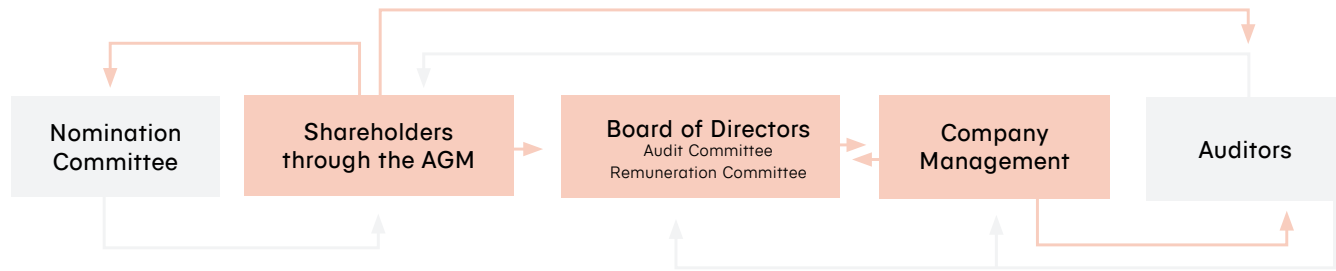




# Corporate Governance Statement 2024

## Governance structure



### Governance mechanisms

Governance at Prisma Properties AB is based on internal and external governance mechanisms. The main internal governance mechanisms include the Board’s rules of procedure and CEO instructions, the company’s business plan, policies, authorisation framework and core values. The most important external governance mechanisms are the regulations for equity issuers on the main market, the Swedish Code of Corporate Governance, the Swedish Companies Act, IFRS (International Financial Reporting Standards), and the Swedish Annual Accounts Act.

### Owners

Prisma Properties AB has a diversified ownership structure with the ten largest shareholders jointly holding 85.6% of the capital and votes. The principal owner is Alma Property Partners through its two funds, Alma Property Partners II AB and Alma Property Partners I AB, which together own 55.4% of the company. Both Alma Property Partners II AB and Alma Property Partners I AB have an ownership interest exceeding 10% of the capital and votes, with shares of 35.1% and 20.3% respectively.

In total, the ten largest shareholders hold 140,763,883 shares of the company’s total of 164,521,538 shares. Other shareholders account for the remaining 14.4% of the capital and votes.

### Annual General Meeting

AGM 6 May 2024

The meeting was opened by Simon de Château who was elected to chair the meeting. All shares in the company were represented, which meant that a quorum was present even though formal notice to attend had not been issued. The chair took the minutes.

### Resolutions at the AGM:

- Adoption of the statement of profit or loss and statement of financial position, and the corresponding Group documents.
- Net profit for the year to be appropriated as per the Board’s proposal, to be carried forward.
- Discharge from liability was granted to the Board and the CEO.
- Resolution on fees:
  - No fees for Chair of the Board Simon de Château or Board member Jacob Annehed.
  - Fees for Kristina Alvendal, Anna-Greta Sjöberg and Caroline Tivéus: SEK 250,000 per year.
  - Fees for work in the Audit Committee: SEK 100,000 to Chair Anna-Greta Sjöberg, SEK 50,000 to Kristina Alvendal.
  - Auditor’s fee on running account.
- Re-election of the Board of Directors and auditor:
  - Simon de Château was re-elected as Chair of the Board.
  - Ernst & Young Aktiebolag was re-elected as auditor with Gabriel Novella as Lead Auditor.
- Approval of guidelines for remuneration to senior executives.
- Instructions for the Nomination Committee and new Articles of Association were adopted, including amendments making the company public.
- Resolution on the warrant programme.

### Nomination Committee

The Nomination Committee of Prisma Properties AB is appointed in accordance with instructions adopted by the AGM on 6 May 2024. The Nomination Committee is to consist of one representative from each of the four largest shareholders in terms of voting rights, plus the Chair of the Board. Should any of the four largest shareholders abstain, the next

shareholder in order of size is to be offered the opportunity to appoint a member. The Nomination Committee is to fulfil the requirements set out in the Swedish Corporate Governance Code.

The task of the Nomination Committee is to submit proposals to the AGM regarding:

- Election of a Chair for the AGM.
- Election of Board members and the Chair of the Board.
- Election of the auditor.
- Fees for Board members and auditors.
- Changes to the Nomination Committee’s instructions where applicable.

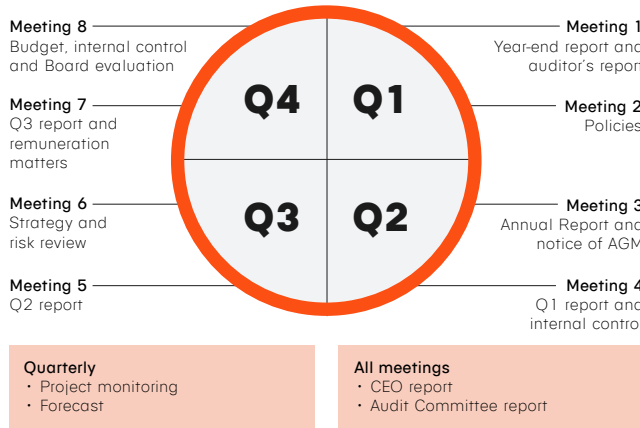
The work of the Nomination Committee is initiated based on the shareholder structure registered on the last banking day in August before the AGM. The members of the Nomination Committee are published on the company’s website at least six months before the AGM. At least one member of the Nomination Committee must attend the AGM and present its proposals.

### Board of Directors

The Board of Directors of Prisma Properties AB is responsible for the organisation and management of the company’s affairs in accordance with applicable laws and regulations, the Swedish Code of Corporate Governance and the Nasdaq Nordic Main Market Rulebook for Issuers of Shares. The Board’s rules of procedure are determined annually and include guidelines for the division of responsibilities, decision-making and reporting.



The Board shall consist no less than five and no more than eight members, without deputies. The majority of the Board members elected by the AGM shall be independent in relation to the company and management. At least two of the Board members who are independent in relation to the company and management must also be independent in relation to the company's major shareholders. During the year, the Board of Directors consisted of five members and met the independence requirements. For further information on the Board, see page 25.



The Board follows written rules of procedure which are revised annually and adopted at the inaugural meeting of the Board each year, or otherwise as required. The rules of procedure regulate, among other things, Board practices, functions and the division of responsibilities between Board members and committees, the CEO and established committees. At the inaugural Board meeting, the Board also adopts the instructions for the CEO, including instructions for financial reporting, and rules of procedure for the Remuneration and Audit Committees.

The Board shall meet at least eight times a year according to a set schedule. In 2024, the Board met 13 times and devoted considerable time and energy to the company's preparations for listing on Nasdaq Stockholm's main market. The Board resolved on all new construction projects exceeding SEK 30 million, and all acquisitions. In addition, the Board dealt with financial matters and issues relating to the company's capital structure. Many of the company's policies were adopted for the first time or revised during the year in preparation for the IPO. At the Board meetings, the management provided ongoing reports on the company's economic and financial position, risk analysis, sustainability reporting and projects. During the year, there was regular reporting both of outcomes compared to budget and revised forecasts for the full year.

The Board of Directors has established an Audit Committee whose main tasks, without prejudice to the responsibilities and duties of the Board of Directors in general, to monitor the company's financial reporting, monitor the effectiveness of the company's internal control and risk management, keep itself updated on the audit of the annual accounts and consolidated accounts, review and monitor the auditor's impartiality and independence and pay particular attention to whether the auditor provides the company with non-audit services, and assist in the preparation of proposals for the AGM's resolution

on auditor appointment. The Chair of the Audit Committee is Anna-Greta Sjöberg. She has the accounting expertise required by the Swedish Companies Act and is independent in relation to the company and its principal owners. The other members of the Audit Committee are Kristina Alvendal and Jacob Annehed. During the year, the Audit Committee met eight times. All Audit Committee meetings were reported to the Board.

The Remuneration Committee consists of all members of the Board. Its main task is to draft the Board's decisions on matters relating to remuneration principles, remuneration and other terms of employment for the executive management, monitor and evaluate ongoing programmes for variable remuneration to the executive management, and monitor and evaluate application of the guidelines for remuneration to senior executives adopted by the AGM, and regarding prevailing remuneration structures and levels in the company. During the year, the Remuneration Committee met four times.

**CEO and company management**

In 2024, the company management comprised the following roles: CEO, CFO (Chief Financial Officer), COO (Chief Operations Officer), CDO (Chief Development Officer) Sweden North & Norway, CDO Sweden South & Denmark. The CIO (Chief Investment Officer) took office on 1 July 2024. Fredrik Mässing became CEO of the company on 1 July 2022. His shareholding in the company totalled 1,257,556 shares and 1,343,198 warrants on 31 December 2024. Other members of the management team are presented on page 26.

**Remuneration to senior executives**

The company endeavours to offer total remuneration that is in line with market terms and thus be able to attract and retain qualified senior executives. Remuneration is to be based on the

Name	Elected	Board meetings	Audit Committee	Remuneration Committee
Simon de Château	2022	12		4
Kristina Alvendal	2023	11	8	4
Jacob Annehed	2022	12	8	4
Anna-Greta Sjöberg	2023	13	8	4
Caroline Tivéus	2023	13		4



position, responsibilities and performance of the executive. The total remuneration, which varies according to individual and Group performance, may consist of the following components: fixed salary, variable cash compensation, the opportunity to participate in long-term share-based incentive programmes, occupational pension and other customary benefits, as well as salary and other applicable benefits during the notice period.

Matters relating to salaries and other remuneration, including the outcome of variable remuneration to the CEO and other senior executives of the company, are to be drafted by the Board of Directors through fulfilment of the tasks of the Remuneration Committee, except in cases where it is for the AGM to decide. The Board of Directors, within the framework of fulfilling the tasks of the Remuneration Committee, shall prepare proposals for decisions on remuneration principles for senior executives, including guidelines for remuneration to senior executives.

For further information, see the Remuneration Report on the website.

**Auditors**

At the 2024 AGM, Ernst & Young AB was appointed as the company's auditor with Gabriel Novella as Lead Auditor. The auditor's mandate extends until the 2025 AGM.

The auditors are to review the company's financial statements, review the interim financial statements as at 30 September and the full-year financial statements as at 31 December. For 2024, a review of the financial statements as at 31 March was also carried out as part of the documentation for the company's IPO. The auditors also review the Sustainability Report and the company's internal processes, and examine whether the company complies with the AGM's guidelines on remuneration to senior executives.

**Internal control**

**Control environment**

The Board of Directors is ultimately responsible for ensuring that an effective system of internal control and risk management is in place. Key accounting and financial reporting issues are dealt with by the Board of Directors and the Board's Audit Committee.

To ensure a functioning control environment, the Board has established a number of policies relevant to corporate governance and financial reporting. These include the Board's rules of procedure, the CEO instructions, and the reporting instructions for financial reporting. The company also has a financial handbook that contains principles, guidelines and process de-

scriptions for accounting and financial reporting. The Board's rules of procedure and the CEO instructions are adopted at an inaugural Board meeting after the AGM, defining powers and responsibilities.

Furthermore, the company has established company-wide controls that act as an umbrella over the company's internal control and describe the components of the system of internal control. The Board has evaluated the need for a separate internal audit function and is of the opinion that such a function is not warranted – based partly on the size of the company, and partly on the fact that the internal control reviews carried out by the company's external auditors have not revealed any shortcomings.

The role of the Board's Audit Committee is to advise the Board on the quality of financial reporting and the processes for managing the company's business risks, to monitor the company's financial reporting, and to assist the Board of Directors in ensuring the effectiveness of the company's internal control and risk management.

The company's Chief Financial Officer (CFO) reports continuously to the Audit Committee and works with the company's finance function to develop and improve internal control over financial reporting, both proactively focusing on the internal control environment, and by reviewing how well internal control is working.

Responsibility for day-to-day maintenance of the control environment rests primarily with the CEO, who reports regularly to the Board. The CEO may delegate powers to his direct reports.

**Risk assessment**

The Board has adopted a risk policy that includes procedures for identifying, assessing, managing and reporting Group-wide risks in line with the company's vision and objectives. The framework of this risk assessment, which involves the company's senior management, includes risks affecting the company's internal control over financial reporting, other relevant risks and compliance risks.

Moreover, the company performs a risk assessment related to internal control over financial reporting (ICFR) including the IT environment linked to financial reporting. The company is to identify significant processes linked to internal control over financial reporting. The processes including identified risks and controls are to be documented through process descriptions and risk and control matrices.

**Control activities**

The Board of Directors is responsible for internal control and for monitoring the control activities of senior executives, as part of the policies and procedures that aim to help ensure that instructions to senior executives are put into practice. Based on the risks identified in the risk analysis, the Board has had internal governance documents prepared in the form of policies and guidelines. See the list of policies on the next page.

These internal policies are evaluated in the annual risk assessment to ensure that they address the risks identified by the Board in a relevant and appropriate manner.

**The following processes and controls were evaluated during the year:**

- ✓ Financial statements and consolidation
- ✓ Internal reporting
- ✓ External reporting
- ✓ Budget and forecast
- ✓ Property valuation
- ✓ Financing
- ✓ Property management
- ✓ The rental process
- ✓ Purchasing
- ✓ Wages and salaries
- ✓ Projects
- ✓ Transaction (acquisition/disposal)
- ✓ ITGC
- ✓ Entity-level controls (ELC)
- ✓ Related party transactions



The control activities relating to the reliability of financial reporting and IT general controls are to be performed by the company's employees in their daily work. These control activities are also managed by the Audit Committee, which discusses and analyses them. The minutes of Audit Committee meetings are then presented at the next Board meeting.

**Information and communication**

The purpose of the company's information and communication channels is to promote reliability in financial reporting and make it easier for employees in the organisation to report and give feedback to the Board and management. This is done by providing governance documents in the form of internal policies, guidelines and instructions for financial reporting, and ensuring that relevant employees are familiar with these documents. Prisma Properties has, for example, a financial handbook containing a list of current instructions regarding corporate governance, accounting policies and authorisations. The financial handbook has been made available and communicated internally within the company, and is an essential governance document for all parts of the company's operations.

The company's Board of Directors has adopted an Information & Communication Policy and an Insider Policy that regulate the company's provision of information, for example regarding external financial information in the form of interim reports, annual accounts, annual reports and press releases in connection with important events that could potentially affect the share price.

Information is provided in accordance with the provisions of the Nasdaq Stockholm Rule Book for Issuers and the EU Market Abuse Regulation. The Board of Directors deliberates on all external financial communications before they are published. The Information & Communication Policy also sets out how communication should take place, and who is authorised to represent the company externally.

**Follow-up**

Monitoring internal control and its effectiveness is an integral part of day-to-day operations. According to the company's CEO instructions, the CEO must ensure that the Board receives regular reports on the development operation, its income and costs, the company's financial position and results, the liquidity and credit situation, important business events, major budget deviations, any ongoing disputes, and any significant leases that expire without a new one being signed. The Board is responsible for deciding on appropriate actions to take in response to material deviations in the CEO's reporting.

Group-wide risk assessment and management, as well as company-wide controls and the specific control activities performed in each material process, including IT general controls, are to be evaluated at least annually. This evaluation is then reported to the Audit Committee and finally to the Board for consideration and approval.

**Policies established by the Board of Directors:**

- ✓ Rules of procedure of the Board
- ✓ Rules of procedure of the Board for the fulfilment of the Remuneration Committee's tasks
- ✓ Rules of procedure of the Audit Committee
- ✓ CEO instructions
- ✓ Instructions for financial reporting
- ✓ Corporate governance policy and internal control policy
- ✓ Financial Policy
- ✓ Risk Policy
- ✓ Information & Communication Policy
- ✓ Insider Policy
- ✓ IT Policy
- ✓ Information Security Policy
- ✓ Continuity Policy
- ✓ IT Disaster Contingency Policy
- ✓ Sustainability Policy
- ✓ Related Party Transactions Policy
- ✓ Whistleblowing Policy
- ✓ Authorisation instruction
- ✓ Code of Conduct for Suppliers
- ✓ Code of Conduct internal

**Auditor's report on the corporate governance statement**

To the general meeting of the shareholders of Prisma Properties AB, corporate identity number 559378-1700

**Engagement and responsibility**

It is the Board of Directors who is responsible for the corporate governance statement for the year 2024 on pages 24-30 and that it has been prepared in accordance with the Annual Accounts Act.

**The scope of the audit**

Our examination has been conducted in accordance with FAR's standard RevR 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

**Opinions**

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the annual accounts and the consolidated accounts and are in accordance with the Annual Accounts Act.

Stockholm on the date indicated by the electronic signature

Ernst & Young AB

Gabriel Novella  
Authorized Public Accountant