

## **THE NOMINATION COMMITTEE'S PROPOSALS FOR THE 2026 ANNUAL GENERAL MEETING**

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The Nomination Committee for the 2026 Annual General Meeting consists of the following members: Victoria Skoglund, appointed by Almina Invest AB (Chair of the Nomination Committee); Erik Dahl, appointed by Santhe Dahl Invest AB; Göran Larsson, appointed by Husleden Förvaltning AB; and Jörgen Olsson, appointed by Skandinavkonsult i Stockholm AB; as well as Elisabeth Norman, Chair of Nivika's Board, as a co-opted member without voting rights.

The Nomination Committee proposes the following for the 2026 Annual General Meeting:

### **Election of the Chair of the Meeting**

The Nomination Committee proposes Elisabeth Norman, Chair of the Board, or, in the event of her being unable to attend, the person designated by the Nomination Committee, as Chair of the meeting.

### **Resolution on the number of Board members and the number of auditors**

The Nomination Committee proposes that the Board, for the period until the end of the next Annual General Meeting, shall consist of seven Board members elected by the AGM, without deputies. The Nomination Committee proposes that the company shall have one auditor without a deputy.

### **Resolution regarding remuneration for Board members and the auditor**

The Nomination Committee proposes that remuneration to the Board remain unchanged, for the period until the end of the next Annual General Meeting, at SEK 515,000 for the Chairman of the Board, SEK 250,000 for other members elected by the AGM who are independent of the company's major shareholders, and SEK 200,000 to other members elected by the AGM who are dependent on the company's major shareholders. However, no remuneration shall be paid to members who are employees of the company.

The Nomination Committee proposes that remuneration for committee work on the Audit Committee remain unchanged for the period until the end of the next Annual General Meeting, with SEK 50,000 to the Chairman of the Audit Committee and SEK 25,000 to each of the other members of the Audit Committee. However, no remuneration shall be paid for committee work to a board member who is an employee of the company.

Fees to the auditor shall be paid in accordance with an approved invoice.

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

The Nomination Committee proposes the re-election of Board members Elisabeth Norman, Håkan Eriksson, Santhe Dahl, Helena Nordman-Knutson, Oscar Welandson, Tim Floderus and Knut Rost. Elisabeth Norman is proposed for re-election as Chair of the Board.

Information about the Board members is available on the company's website [www.nivika.se](http://www.nivika.se).

## **Election of auditor**

The Nomination Committee proposes the re-election of the registered auditing firm Ernst & Young AB as auditor.

The Nomination Committee's proposal is in line with the Audit Committee's recommendation. Neither the Nomination Committee's proposal nor the Audit Committee's recommendation regarding the auditor has been subject to influence from third parties or constrained by any contractual terms that have limited the freedom of choice in the selection of the auditor.

Ernst & Young AB has announced that, should the Nomination Committee's proposal for auditor also be adopted by the Annual General Meeting, authorised public accountant Jonas Svensson will be appointed as the auditor in charge.

## THE NOMINATION COMMITTEE'S REASONED OPINION

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The Nomination Committee has carried out an evaluation of the Board's work as a basis for its proposal for the Board. The Nomination Committee has held several meetings, and the Chairman of the Board has reported to the Nomination Committee on the results of the evaluation of the Board's own work carried out by the Board. The requirements regarding competence, experience and background that may be placed on the company's Board have been discussed. Issues of independence have been highlighted, and particular emphasis has been placed on the question of gender balance. The Nomination Committee has applied a diversity policy comprising section 4.1 of the Swedish Code of Corporate Governance.

In its assessment, the Nomination Committee has found that the work has functioned well within the current Board. It is the Nomination Committee's view that the proposed Board has an appropriate composition characterised by diversity and breadth in terms of the members' competence, experience and background. The proposed members collectively possess solid industry experience and knowledge of markets, including relevant sustainability aspects. The proposed Board is also deemed to have the necessary experience and expertise regarding the specific requirements placed on the company as a listed entity. The Nomination Committee further notes that Tim Floderus is not independent in relation to either major shareholders or the company and its management, and that Håkan Eriksson, Santhe Dahl and Oscar Welandson are not independent in relation to major shareholders but are independent in relation to the company and its management. The other members are independent in relation to the company, the management and major shareholders. The majority of the proposed board members are thus independent in relation to the company and the management, and at least two of the board members who are independent in relation to the company and the management are also independent in relation to the company's major shareholders.

In summary, the Nomination Committee considers that the proposed Board has appropriate qualifications and an appropriate composition, taking into account the company's operations, strategic development, governance and control.

Of the board members proposed for the 2026 Annual General Meeting, two are women (including the proposed Chair of the Board) and five are men, representing approximately 29 per cent and approximately 71 per cent respectively. The proposal thus deviates from the Swedish Corporate Governance Board's long-term goal that approximately 40 per cent of board members should be of the gender that is least represented on the boards of listed companies as a whole. The Nomination Committee has carefully considered the composition of the proposed Board and concluded that, ahead of the 2026 Annual General Meeting, there are sufficiently strong grounds to deviate from the target set by the Swedish Corporate Governance Board. The proposed Board has been carefully considered in light of the company's competence requirements, and it has been concluded that the proposed Board possesses the most appropriate mix of experience and expertise for the company's current needs. The Nomination Committee intends to continuously evaluate the composition of the Board and, when deemed appropriate, to submit proposals with a view to ensuring the realisation of the objective set out by the Swedish Corporate Governance Board.

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**The Nomination Committee of Nivika Fastigheter AB (publ)**