

## **The nomination committee's proposal for Cibus Nordic Real Estate AB's annual general meeting 2021 (including statement)**

Description of the nomination committee's work, proposal and statement for Cibus Nordic Real Estate AB (publ)'s annual general meeting 2021.

The nomination committee consists of the following members:

- Johannes Wingborg, representing Länsförsäkringar Fondförvaltning AB (publ),
- Olof Nyström, representing Fjärde AP-fonden,
- Markus Dragicevic, representing Marjan Dragicevic, and
- Patrick Gylling, chairman of the board of Cibus Nordic Real Estate AB (publ)

Johannes Wingborg is the chairman of the nomination committee for Cibus Nordic Real Estate AB (publ), henceforth the 'Company' or 'Cibus'. The shareholders in the nomination committee represents approximately 20.4 per cent of the shares and votes in the Company as of 31 January 2021.

The nomination committee has held three recorded meetings and had a recurring dialogue between meetings. The nomination committee has obtained a presentation of the board of director's work from the chairman of the board of directors, obtained an evaluation of the board of directors and conducted discussions with each board member. The chairman of the board was not present at these discussions.

The nomination committee has discussed the size and composition of the board of directors based on the Company's situation and strategic challenges. The nomination committee considers it important that the board members have the time and attention required to fulfill their tasks as board members in the Company and the nomination committee has evaluated any other assignments outside of the Company and the time such assignments require. The nomination committee has applied item 4.1 of the Swedish Corporate Governance Code regarding diversity policy when preparing this proposal. The nomination committee considers it important that the board members are shareholders in the Company.

In general, the nomination committee considers the Company to have a well-functioning board of directors, where the competences and experiences that the Company requires are represented in large, however, the nomination committee has identified a need to strengthen the competence in legal matters and capital markets law. The Company also intends to apply for a listing of its shares on Nasdaq Stockholm Main Market, which will increase demands in this area. This has been voiced, both in the evaluation of the board of directors and in discussions with the board members. The nomination committee therefore proposes the election of Victoria Skoglund. Skoglund, who is an attorney and partner at Kanter advokatbyrå, specializes in capital markets law and has many clients within the real estate sector. It is our assessment that Skoglund will be a valuable addition to the board of directors. In conjunction with the conducted discussions, Johanna Skogestig declared that she will not be available for re-election.

The nomination committee's proposal means that 40 per cent of the elected board members are women. The nomination committee considers that all of the proposed board members are independent in relation to the company, the management and major shareholders. The nomination committee's proposal for the Company's auditor and audit fees is consistent with the board of director's recommendation.

The nomination committee considers it important that the board fees are on market terms and as such on a level that enables recruiting and retaining able members. The nomination committee has compared the board fees in the Company with board fees with other companies in the sector. The workload and the complexity of the board work has also been considered. Based on this, a raise of the board fees of approximately 6 percent is proposed. The nomination committee has also evaluated the need for remunerated committees, and concluded that the size and management of the board of directors does not mandate remunerated committees.

The nomination committee has evaluated the current instruction for the nomination committee and proposes two changes: first, that changes in ownership that occurs less than two months prior to the annual general meeting shall not be taken into account, and, second, that the nomination committee shall only propose changes to the instruction if it considers it necessary.

The nomination committee proposes that the annual general meeting 2021 resolves on:

- Henrik Fritz, attorney, or someone else from Roschier Attorneys shall be elected chairman of the general meeting.
- The board shall consist of five persons.
- Patrick Gylling (member and chairman since 2018), Elisabeth Norman (member since 2018), Jonas Ahlblad (member since 2018), and Stefan Gattberg (member since 2020) are re-elected to the board of directors and Victoria Skoglund is elected to the board of directors.
- Patrick Gylling is re-elected as chairman of the board.
- Board fees are paid in the total amount of EUR 14,250 (EUR 13,500) per month, whereof EUR 4,750 (EUR 4,500) per month to the chairman of the board and EUR 2,375 (EUR 2,250) per month to each other board member.
- The company shall have one auditor, with no alternate auditor.
- KPMG AB is re-elected as auditor for the period until the end of the next annual general meeting. KPMG AB has informed the nomination committee that KPMG intends to appoint Mattias Johansson as auditor-in-charge if the general meeting elects KPMG as auditor.
- Fees to the auditor shall be paid in accordance with approved invoices.
- the instruction for the nomination committee, as approved by the annual general meeting 2019, shall apply until further notice with the amendment" "to amendments to this instruction for the nomination committee, to the extent it is considered necessarily" and that "ownership changes that occurs later than two months prior to the annual general meeting shall not be taken into account".

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Stockholm, February 2021

Cibus Nordic Real Estate AB (publ)

The nomination committee