

Presentation of the nomination committee's proposals and motivated statement prior to Bonava's annual general meeting 2022

Presentation of the nomination committee's work prior to the annual general meeting

The annual general meeting 2021 in Bonava AB resolved on the following nomination committee: Peter Hofvenstam (nominated by Nordstjernan), Lennart Francke (nominated by Swedbank Robur Fonder) and Mats Gustafsson (nominated by Lannebo Fonder), with Peter Hofvenstam as the chairman. On 22 November 2021, Olof Nyström (nominated by Fjärde AP-fonden) was appointed as member of the nomination committee due to ownership changes and in accordance with the provisions in the instruction for the nomination committee regarding changes in the composition of the nomination committee. Bonava's nomination committee for the annual general meeting 2022 therefore consists of: Peter Hofvenstam (nominated by Nordstjernan), Lennart Francke (nominated by Swedbank Robur Fonder), Mats Gustafsson (nominated by Lannebo Fonder), and Olof Nyström (nominated by Fjärde AP-fonden) with Peter Hofvenstam as the chairman.

The nomination committee has, in accordance with instructions adopted by the 2020 annual general meeting and the Swedish Corporate Governance Code, been assigned to present proposals regarding the following matters to be presented at Bonava's annual general meeting 2022:

- election of chairman of the annual general meeting,
- resolutions regarding number of board members and auditors elected by the annual general meeting,
- chairman of the board and other board members to be elected by the annual general meeting,
- resolutions regarding remuneration to the board, divided between the chairman of the board and the other members of the board as well as remuneration for committee work, if any,
- election of audit firms or auditors,
- resolutions regarding remuneration to auditors, and
- resolutions regarding changes to the instruction for the nomination committee, if any.

The nomination committee has held eight recorded meetings prior to the annual general meeting 2021 as well as additional contacts between the meetings.

In its work, the nomination committee has applied section 4.1 in the Swedish Corporate Governance Code as its diversity policy. This means that the nomination committee, as a starting point, has strived for the board of directors to have a composition that is appropriate with regard to Bonava's operations, phase of development, sustainability work, and other conditions. The nomination committee has also considered that the composition of the board members elected by the annual general meeting shall be characterised by versatility and breadth in terms of competence, experience and background.

The nomination committee also considers it to be important that the board members can devote the time and care required to fulfil their duties as board members of Bonava. The nomination

committee has therefore assessed the board members' assignments outside Bonava and the time required for these assignments.

The nomination committee has received a report from the chairman of the board on how the board's work has been conducted. The nomination committee has interviewed the board, and the overall evaluation of the board's work shows that the board is well-functioning.

The nomination committee has discussed the size of the board and its composition in the light of the company's situation and development opportunities. The nomination committee's intention has been to maintain the board's versatility and breadth. In general, the nomination committee considers that the competence of the board is good. In the light of the company's development opportunities at the German market, the nomination committee considers that the board should be strengthened with further competence of the German market.

In the preparation of the nomination committee's proposal for election of auditor and resolution on auditor fees, the nomination committee has been in contact with the chairman of the audit committee for the purpose of becoming aware of the board's and audit committee's evaluation of the quality and effectiveness of the auditor's work. The nomination committee's proposal regarding election of auditor corresponds with the audit committee's recommendation.

The nomination committee's assessments regarding the proposed composition of the board

According to the nomination committee, the proposed board constitutes a well-balanced composition in terms of competence, experience and breadth regarding various qualifications that overall complement each other. The nomination committee also considers that the proposed board fulfils the desire to reflect the ownership structure in Bonava at the same time as continuity and diversity are taken into account. The nomination committee's proposal to the board means that 43 per cent of the members elected by the annual general meeting are women. Furthermore, the nomination committee assesses that the proposed board members have sufficient time to perform their duties as board members of Bonava.

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

Considering applicable Swedish rules on independence, the nomination committee has carried out the following assessments of the independence of the proposed board members in relation to Bonava, the company's executive management, and Bonava's major shareholders:

- All proposed board members are independent in relation to the company and its executive management.
- All proposed board members, except for Viveca Ax:son Johnson and Angela Langemar Olsson, are independent in relation to the company's major shareholders. Viveca Ax:son Johnson and Angela Langemar Olsson are not independent as they are employees of Bonava's largest shareholder, Nordstjernan.

The nomination committee's assessment regarding the proposed remuneration to the board

The nomination committee considers it to be important that the board fees (including fees for committee work) is kept on a level which makes it possible to recruit and retain high and internationally competitive competence to the board of Bonava. The nomination committee has

interviewed the chairman of the board regarding the scope and complexity of the board's work and compared Bonava's board fees with the board fees in other comparable companies listed on Nasdaq Stockholm. On this basis, the nomination committee has concluded that, in the comparison with board fees in companies of corresponding size and complexity, the proposed fees for board and committee work are in line with market practice and are reasonable.

The nomination committee's proposals for the 2022 annual general meeting

The nomination committee proposes that the board of directors, elected by the annual general meeting, shall consist of seven ordinary members, i.e. an increase by one member.

For the period until the end of next annual general meeting, the nomination committee proposes re-election of Viveca Ax:son Johnson (member since 2015), Åsa Hedenberg (member since 2015), Mats Jönsson (member since 2020), Angela Langemar Olsson (member since 2020) and Per-Ingemar Persson (member since 2021). The nomination committee proposes Andreas Segal and Nils Styf as new members of the board. Frank Roseen has declined re-election.

Information about the proposed directors is available on Bonava's website bonava.com/en/general-meeting/annual-general-meeting-2022.

The nomination committee proposes re-election of Mats Jönsson as chairman of the board.

Remuneration to the chairman of the board and to other board members

The nomination committee proposes that board fees, in total, shall amount to SEK 2,720,000, i.e. an increase of SEK 390,000, of which SEK 800,000, i.e. an increase of SEK 20,000, shall be paid to the chairman and SEK 320,000, i.e. an increase of SEK 10,000, to each other member elected by the meeting. The reason for the increased total amount is mainly due to the proposed increased number of board members from six to seven.

In addition to the above proposed fees, for every physical board meeting that is held in the Nordics, each member resident in Europe but outside the Nordics shall receive a meeting fee of SEK 20,000. The proposal is motivated by the additional time and expenses that travelling will mean for members of the board that reside outside the Nordics.

In addition to ordinary board fees, the nomination committee proposes remuneration to the members of the audit committee with SEK 150,000 (unchanged) to the chairman and SEK 75,000 (unchanged) to the other members.

The nomination committee also proposes that a certain fee shall be paid to the board members appointed by the board to constitute the board's remuneration committee with SEK 75,000 to the chairman and SEK 35,000 to members.

The nomination committee's overall assessment is that the total board fees and the distribution of fees is on market terms.

Election of auditors and remuneration to auditors

The nomination committee proposes that the number of auditors shall be one audit firm with no deputy auditor.

As auditor, re-election of the audit firm PwC, i.e. PricewaterhouseCoopers AB, is proposed. PwC has announced that Patrik Adolfson will be re-appointed as auditor in charge if the annual general meeting elects PwC.

Further, it is proposed that fees to the auditors shall be paid according to approved invoice. The proposal is in accordance with the audit committee's recommendation.

The nomination committee's proposal regarding chairman of the annual general meeting 2022

The nomination committee proposes Mats Jönsson as chairman of the meeting 2022, or if he is unable to attend, any person assigned by the nomination committee.

Election of members to the nomination committee

Bonava's major shareholders have informed the nomination committee of their intention to propose that the annual general meeting 2022 appoint Peter Hofvenstam (nominated by Nordstjernan), Lennart Francke (nominated by Swedbank Robur Fonder) and Olof Nyström (nominated by Fjärde AP-fonden), to members of the nomination committee, with Peter Hofvenstam as the chairman. The owners who have nominated members to the nomination committee hold approximately 38 per cent of the shares and approximately 57 per cent of the votes in Bonava.

Instruction for the nomination committee

The nomination committee has decided not to propose any changes to the instruction for the nomination committee which was adopted at the 2020 annual general meeting and which, according to the decision of the annual general meeting, apply until further notice.