

Presentation of the nomination committee's proposals and motivated statement prior to Bonava's annual general meeting 2021

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

The annual general meeting 2020 in Bonava AB resolved on the following nomination committee: Peter Hofvenstam (nominated by Nordstjernan), Lennart Francke (nominated by Swedbank Robur Fonder) and Tomas Risbecker (nominated by AMF – Försäkring och Fonder), with Peter Hofvenstam as the chairman. After the annual general meeting 2020, AMF divested its shares in Bonava. For that reason, Tomas Risbecker left the nomination committee. On 1 July 2020, Mats Gustafsson (nominated by Lannebo Fonder) was appointed as member of the nomination committee in accordance with the instruction for the nomination committee's provisions on changes in the composition of the nomination committee. Bonava's nomination committee for the annual general meeting 2021 therefore consists of: 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.

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 2021:

- chairman of the annual general meeting,
- number of board members elected by the general meeting and auditors,
- chairman of the board and other board members to be elected by the general meeting,
- 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
- remuneration to auditors, and
- changes to the instruction for the nomination committee, if any.

The nomination committee has had seven 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 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. In general, the nomination committee considers that the competence of the board is good. The nomination committee's intention has been to maintain the board's versatility and breadth.

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 and resolution on auditor fees 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 50 percent 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

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 is in line with market practice and are reasonable.

The nomination committee's proposals for the 2021 annual general meeting

The nomination committee proposes that the board of directors, elected by the annual general meeting, shall consist of six ordinary members, i.e. a reduction 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), Frank Roseen (member since 2018), Mats Jönsson (member since 2020) and Angela Langemar Olsson (member since 2020). The nomination committee proposes new election of Per-Ingemar Persson. The nomination committee proposes Mats Jönsson as new chairman of the board.

Mats Jönsson is chairman of the board of the Tengbom Group and Lekolar and a board member of NCC, Assemblin and Coor Service Management. Previous experiences include CEO and group chief executive of Coor Service Management during the years 2004-2013 and various leading roles in Skanska Group during the years 1989-2004. Mats was born in 1957 and has a M.Sc. in engineering from The Royal Institute of Technology (KTH). He has been a member of Bonava's board since the annual general meeting 2020.

Per-Ingemar Persson is a board member of Veidekke, Wihlborgs and Fabega, among others. Earlier experiences include CEO of Veidekke Sverige during the years 2005-2016, CEO of NVS Installation during the years 2002-2005 and varying management positions within the Skanska Group during the years 1987-2002. Per-Ingemar was born in 1956 and has a M.Sc. in engineering from Lund University.

Chairman of the board Mikael Norman and board member Samir Kamal have both declined re-election and will leave the board in connection to the annual general meeting.

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 2,330,000 (2,500,000), of which SEK 780,000 (700,000) shall be paid to the chairman and SEK 310,000 (300,000) to each other elected member. The reason for the reduced total amount is due to the reduced number of board members.

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 of SEK 75,000 shall be paid to the chairman of the remuneration committee.

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 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 nomination committee's proposal regarding chairman of the annual general meeting 2021

The nomination committee proposes Mikael Norman as chairman of the meeting.

Election of members to the nomination committee

The nomination committee proposes that the annual general meeting 2021 appoint 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. The owners who have nominated members to the nomination committee hold approximately 39 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.