

Notice to the annual general meeting in Bonava AB (publ)

The shareholders of Bonava AB (publ), 556928-0380, ("**Bonava**"), are hereby invited to attend the annual general meeting, to be held on Monday, 3 April 2023 at 15.00, at Finlandshuset, Snickarbacken 4, Stockholm, Sweden. Registration for the annual general meeting will open at 14.30.

The board of directors has decided that the shareholders may also exercise their voting right by postal voting, pursuant to article 13 in Bonava's Articles of Association.

Participation

Shareholders who wish to attend the annual general meeting shall:

- be listed in the shareholders' register maintained by Euroclear Sweden AB on Friday, 24 March 2023, and
- give notice to the company of their intention to attend the annual general meeting no later than Tuesday, 28 March 2023 at the address Bonava AB, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by telephone +46 8 402 92 26. Shareholders who are natural persons can also give notice at the company's website www.bonava.com/en/general-meeting/annual-general-meeting-2023. Please state your name, personal identification number or corporate registration number, address and daytime telephone number when giving notice.

Shareholders whose shares are nominee-registered must temporarily re-register their shares in their own name in the shareholders' register maintained by Euroclear Sweden AB in order to be entitled to participate in the annual general meeting. The shareholders' register as of the record date on 24 March 2023 will include voting registrations made no later than 28 March 2023. Therefore, shareholders should inform their nominees well in advance before this date.

Shareholders who wish to attend the meeting in person or through a proxy representative are entitled to bring one or two assistants. Shareholders represented by proxy shall issue a dated and signed power of attorney for the proxy. If the shareholder is a legal entity, a certificate of incorporation or corresponding document, shall be enclosed. The original power of attorney alongside the certificate of incorporation and other documents of authority should be provided to the company in order to facilitate the registration at the annual general meeting, at the address stated above no later than 28 March 2023. Power of attorney forms are available on Bonava's website www.bonava.com/en/general-meeting/annual-general-meeting-2023 and will be sent free of charge to the recipient for the shareholders who makes such request and state their postal address.

Shareholders who wish to exercise the right to advance voting shall do so in accordance to the instructions given under the heading "*Postal voting*" below. No further notification is needed.

Postal voting

A designated form shall be used for postal voting. The form is available on Bonava's website, www.bonava.com/en/general-meeting/annual-general-meeting-2023, and will be sent free of charge to the recipient for the shareholders who makes such request and state their postal address. The postal voting form is considered as a notification of participation at the annual general meeting.

The completed voting form shall be available for Euroclear Sweden AB (being the administrator of the forms for Bonava), no later than on 28 March 2023. The completed form shall be sent to Bonava AB, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. The completed form may alternatively be submitted electronically either by signing via Bank-ID as per instructions available on <https://anmalan.vpc.se/euroclearproxy> or through sending the completed voting form by e-mail to GeneralMeetingService@euroclear.com (with reference "Bonava AGM 2023").

A power of attorney shall be enclosed with the form in case a shareholder votes in advance. Power of attorney forms are available at www.bonava.com/en/general-meeting/annual-general-meeting-2023 and will be sent free of charge for the recipient to the shareholders who makes such request and state their postal address. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e., the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

Proposed agenda

1. Opening of the annual general meeting
2. Election of chairman for the meeting
3. Constitute and approval of the voting list
4. Approval of the agenda
5. Election of two attestants, in addition to the chairman, for the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditors' report on the consolidated financial statements
8. The chairman of the board's report on the board work
9. Presentation by the CEO
10. Resolutions regarding:
 - A. the adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
 - B. allocation of profit or loss in accordance with the adopted balance sheet and
 - C. the discharge from liability of the board members and the CEO
11. Decision of the number of members of the board elected by the meeting and auditors
12. Decision of the remuneration payable to the board members elected by the meeting and auditors
13. Election of the board, chairman of the board and audit firm or auditors
14. Election of members to the nomination committee and chairman of the nomination committee
15. Resolution regarding guidelines for remuneration to senior executives
16. Presentation of remuneration report for approval
17. Resolutions regarding:
 - A. long-term performance-based incentive plan, and
 - B. transfer of shares of series B in Bonava under the incentive plan
18. Decision regarding authorisation for the board of directors to resolve on execution of acquisition and transfer of shares of series B in Bonava
19. Closing of the annual general meeting

Proposals

The nomination committee of Bonava, which for the annual general meeting 2023 are Peter Hofvenstam (Nordstjernan AB, chairman of the nomination committee), Lennart Francke (Swedbank Robur Fonder), Olof Nyström (Fjärde AP-fonden) and the chairman of the board as adjunct member, has submitted proposals in accordance with items 2 and 11-14 in the agenda.

Item 2:

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

Item 10 B:

The board of directors proposes that the earnings at the disposal of the annual general meeting, a total of KSEK 6,984,729 shall be carried forward. Any dividend to the shareholders is thus not proposed.

Item 11:

The nomination committee proposes that the number of board members elected at the annual general meeting shall be seven (7) ordinary members without any deputy members.

Further, the nomination committee proposes that the number of auditors shall be one (1) registered audit firm without a deputy auditor.

Item 12:

The nomination committee proposes that board fees excluding fees for committee work, for the period until the next annual general meeting, shall in total amount to SEK 2,720,000 (unchanged), of which SEK 800,000 (unchanged) shall be paid to the chairman and SEK 320,000 (unchanged) to each other member elected by the meeting.

In addition to 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 each other member.

In addition to ordinary board fees, the nomination committee proposes that remuneration to the members of the remuneration committee with SEK 75,000 (unchanged) shall be paid to the chairman and SEK 35,000 to each other member (unchanged).

Further, it is proposed that fees to the auditors shall be paid according to approved invoice.

Item 13:

For the period until the end of the next annual general meeting, the nomination committee proposes re-election of the board members Viveca Ax:son Johnson, Per-Ingemar Persson and Nils Styf. The nomination committee further proposes new election of Olle Boback, Anette Frumerie and Tobias Lönnevall as board members for the period until the end of the

next annual general meeting. The nomination committee proposes re-election of Mats Jönsson as chairman of the board for the period until the end of the next annual general meeting. Information about the proposed board members is available on the company's website, www.bonava.com/en/general-meeting/annual-general-meeting-2023. Angela Langemar Olsson, Andreas Segal and Åsa Hedenberg have declined re-election.

The nomination committee proposes re-election of the audit firm Öhrlings PricewaterhouseCoopers AB ("PwC"). PwC has announced that Patrik Adolfson will continue as the auditor in charge if the annual general meeting elects PwC. The proposed auditor is in accordance with the audit committee's recommendation.

Item 14:

Shareholders representing more than 50% of the total amount of votes in the company proposes the following nomination committee for the annual general meeting 2024: Peter Hofvenstam, Nordstjernan AB, Lennart Francke, Swedbank Robur Fonder, and Olof Nyström, Fjärde AP-fonden, and the chairman of the board as an adjunct member. Peter Hofvenstam is proposed to be the chairman of the nomination committee.

Item 15:

The board proposes the following guidelines for remuneration to senior executives shall be valid at the latest until the annual general meeting 2027.

The board of directors' proposal for guidelines for executive remuneration

The CEO and other members of the company's executive management fall within the provisions of these guidelines. After the guidelines have been adopted by the annual general meeting, they shall be applied to remuneration agreed, and amendments to remuneration already agreed. These guidelines shall apply until new guidelines have been adopted by the Annual General meeting. The guidelines do not cover variable cash remuneration paid in accordance with synthetic shares or other remuneration decided by the Annual General Meeting.

Remuneration to the CEO is decided by the Board of Bonava AB based on a recommendation by the Remuneration Committee. Remuneration to other members of the company's management is decided by the CEO in consultation with the Chairman and reported to the Board/Remuneration Committee.

1. The guidelines' promotion of the company's business strategy, long-term interests, and sustainability

Bonavas' strategic goal is to be a leading developer of affordable housing in Europe. The strategy is built on fundamental values and a strong sustainability agenda. To achieve the initiatives, we work according to an appropriate business model, and have a strong environmental, social and ethical focus.

A prerequisite for the successful short term and long-term implementation of the company's business strategy and sustainability agenda is that the company is able to recruit and retain qualified members of the executive management. An important part in this is that the company can offer a competitive total remuneration, which is made possible through these guidelines.

2. Remuneration components and other terms for members in the company's executive management

The total remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefit and other

benefits. In addition to what is stipulated in the guidelines, the annual general meeting may resolve on, among other things, share-related or share price-related remuneration.

Fixed cash salary

The annual fixed cash salary must reflect areas of responsibility, experience and achieved results. Salary levels are reviewed either every year or every other year to ensure continued competitiveness and reward individual performance.

Variable remuneration

Variable remuneration covered by these guidelines shall aim to promote the company's business strategy and long-term interest including its sustainability. Variable remuneration consists of both cash (short-term) and share-based (long-term components).

Variable cash remuneration

Variable cash remuneration must be linked to predetermined and measurable criteria that can be financial or non-financial, but clearly linked to the company's predefined financial or qualitative goals. They can also consist of individualized quantitative or qualitative goals. The criteria must be designed so that they promote the company's business strategy and long-term interests, including the sustainability agenda, by, for example, having a clear connection to the business strategy. Outcomes shall be related to the fulfillment of set objectives regarding growth and profitability, for the Group and / or the business for which the executive is responsible for results.

When the measurement period for meeting the criteria for payment of variable cash compensation ends, an outcome assessment takes place. The Board is responsible for this assessment for the CEO's outcome, while the CEO is responsible for the outcome assessment for other members of the company's management. Assessment is based for financial targets on the most recently published financial information by the company.

The measurement period for fulfillment and possible payment of variable cash compensation must be measurable over a period of one or more years. The variable cash remuneration may amount to a maximum of 60% of the fixed annual cash remuneration for the CEO and 50% for other senior executives during the measurement period for such criteria.

Variable share-based compensation

Long-term incentives ("**LTI programs**") are usually share-related and decided by the Annual General Meeting and are therefore not covered by these guidelines. The Board annually evaluates whether a share related LTI program should be proposed to the Annual General Meeting. LTI programs must have a clear connection to the business strategy and must always be designed with the aim of linking the interests of the shareholders and participants, respectively, for long-term value creation.

Pension and other benefits

For all members of the company's management (which is not covered by a collectively agreed pension benefit, ITP plan), the pension premium on a fixed cash salary shall not exceed 30%. For the CEO the pension premium on a fixed cash salary shall not exceed 35%. Variable cash compensation shall not be pensionable unless this follows from mandatory collective agreement provisions.

Other benefits may include, among other things, life insurance, health insurance and car benefits. Premiums and other costs for such benefits may in total amount to a maximum of 10% ¹ of the fixed cash salary. For members of the company's management operating in another country, pension benefits and other benefits are regulated in accordance with established or mandatory local practice, but adjustments must in that case be kept as far as possible within the framework of these guidelines.

3. Termination of employment

A member of the company's management who terminates his employment on the company's initiative is normally entitled to a maximum of nine months 'notice with severance pay corresponding to nine months' fixed salary. The company shall be entitled to deduct from the severance pay for compensation paid during the said nine months from a new employer. For the CEO a notice period of twelve months may instead be applied with severance pay corresponding to twelve months' fixed salary. The notice period is a maximum of six months in the event of termination on the initiative of the employee.

4. Salary and terms of employment for employees

In preparing the Board's proposal for these remuneration guidelines, salary, and terms of employment for the company's employees have been taken into account in that information on employees' total remuneration, remuneration components and the increase and rate of remuneration over time have formed part of the Board's decision basis of these:

5. The decision-making process for establishing, evaluating, and applying the guidelines

The Board's task is to prepare decisions regarding proposals for guidelines for remuneration to senior executives. The Board shall prepare a proposal for new guidelines at least every fourth year and submit a proposal for a resolution to the Annual General Meeting. Adopted guidelines apply until new guidelines have been approved by the Annual General Meeting.

The Board shall also monitor and evaluate programs for variable remuneration for the company's management and the application of the guidelines in terms of remuneration levels and structures. Members of the company management are not present at the Board's consideration of, and decisions on, remuneration-related issues to the extent that they are affected by the issues.

6. Deviating from the guidelines

The Board of Directors may decide to temporarily deviate from the guidelines in whole or in part, if in an individual case there are special reasons for this and a deviation is necessary to satisfy the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As stated above, the Board's tasks include preparing decisions on remuneration issues, which includes decisions on deviations from the guidelines.

7. Any significant changes to the guidelines and how the shareholders' views have been taken into account

In 2023, the pension premium on a fixed cash salary has been adjusted to not exceed 35% for the CEO.

¹ For employees with temporary employment abroad, benefits may in total amount to a maximum of 40% of base pay. Example of benefits that may be included are housing allowance, school fees, cost of living allowance, relocation costs etc.

At the 2022 Annual General Meeting, no comments were presented from the shareholders regarding the guidelines. The company has thus not had to consider any comments during the year.

Item 16:

The board of directors presents the remuneration report² and proposes that the annual general meeting shall decide to approve the report.

Item 17:

A. LONG-TERM PERFORMANCE-BASED INCENTIVE PLAN

LTIP 2023 in brief

The primary reason for implementing a long-term performance-based incentive plan is to align the interests of the shareholders with the interests of the executive management and other key personnel to ensure maximum long-term value creation. The LTIP 2023 provides a long-term group-wide focus on value growth among the participants. The incentive plan is also considered to facilitate Bonavas' recruitment and retention of executive management and other key personnel. The synthetic shares allow participants to pay the tax resulting from the allotment of shares as a result of the LTIP 2023 without having to immediately divest the shares.

The incentive plan runs for three years. To participate in the LTIP 2023, an own shareholding in Bonava-shares is required. Following the defined vesting period, the participants will, free of charge, be partly allocated shares of series B in Bonava, partly receive a cash compensation corresponding to the share price of the Bonava-share at the time of payment, provided that certain conditions are fulfilled.

Participants in LTIP 2023

The LTIP 2023 comprises approximately 50 employees consisting of members of the executive management and certain key personnel within the Bonava group, divided into four categories. The first category comprises Bonavas' Chief Executive Officer (CEO), the second category comprises the executive management, the third category comprises regional heads, and the fourth category comprises employees who are responsible for certain functions in Bonava. New personnel that have been recruited but not yet commenced their employment with the Bonava group when the notification of participation in the plan must take place, can be offered participation on the condition that their employment starts.

The personal investment and allotment of share rights and synthetic shares

To participate in the LTIP 2023, the participant must invest in a personal shareholding in Bonava ("Investment Shares"), which shall be allocated to the LTIP 2023. The Investment Shares shall be acquired specifically for the LTIP 2023, or alternatively, for participants who fulfil Bonava's shareholding recommendation below, an existing shareholding that does not constitute Investment Shares in another ongoing or existing LTIP-programme may be used as Investment Shares, or alternatively, after receiving the board of directors' approval in case

² The remuneration report 2022 will be published at the same time as the annual report 2022, no later than 13 March 2023.

the participant have been prevented from acquiring Investment Shares during the investment period as a result of insider information.

The participant can invest a maximum of one months' salary (according to salary levels on 1 January 2023) before taxes in the LTIP 2023. The investment can be made at any of the following investment levels: 50% or 100% of the maximum investment. For the first category, each Investment Share entitles to 2.25 share rights and 2.25 synthetic shares, for the second category of participants, each Investment Share entitles to 1.8 share rights and 1.8 synthetic shares, for the third category, each Investment Share entitles to 1.35 share rights and 1.35 synthetic shares, and for the fourth category, each Investment Share entitles to 0.9 share right and 0.9 synthetic share. The share rights and the synthetic share are divided into performance share rights and matching share rights as further specified under the heading "Terms for share rights and synthetic shares" below.

Participants in Bonavas' LTI programs are recommended to, by way of allocation of LTI shares and personal investments, over time accumulate and retain shares in Bonava to the extent that their respective shareholdings amount to a value corresponding to at least six (6) months' salary before taxes. For the CEO the recommendation is instead a shareholding corresponding to at least twelve (12) month's salary before taxes.

Terms for share rights and synthetic shares

The share rights are allocated free of charge a certain time after the extraordinary general meeting.

The share rights or the synthetic shares may not be transferred or pledged.

Each share right may entitle the holder the right to receive a B-share in the company free of charge after the disclosure of Bonavas' interim report for the first quarter of 2026.

Each synthetic share may entitle the holder the right to, at the same time, receive a cash payment corresponding to the share price of the Bonava B-share at the time of payment.

The right to receive shares of series B pursuant to the share rights and the right to receive cash payment pursuant to the synthetic shares requires that the participant has not sold any of the Investment Shares and, with some limited exceptions, that the participant remains employed within the Bonava group until the publication of Bonavas' interim report for the first quarter of 2026.

The share rights and the synthetic shares are divided into performance share rights and matching share rights. One-ninth of all share rights and synthetic shares the participant is allotted in total shall be matching share rights (i.e. the number of matching share rights corresponds to one-eighth of the number of performance share rights), for which no target fulfilment is required other than retained shareholding and continued employment in accordance with the paragraph above.

Allocation of shares of series B and payment of cash compensation under the performance share rights also requires that Bonava fulfils the performance targets as described under the heading "Performance targets" below.

To align the participants' interests with those of the shareholders, Bonava will compensate the participants if Bonavas' dividends, viewed over the whole vesting period, exceed the level stipulated in the company's dividend policy. Dividend compensation is made in relation to the shares of series B and the cash payment that the participants receive.

Performance targets

Allocation of shares of series B and payment of cash compensation under the performance share rights require fulfilment of two performance targets. The following applies to the

performance share rights; 60% shall refer to target 1 (EBIT) and 40% shall refer to target 2 (absolute TSR).

Target 1: The performance target is related to Bonavas' accumulated operating profit (EBIT) during the period 2023 – 2025. The minimum level for the performance target shall amount to an accumulated operating profit of SEK 1.6 billion and the maximum level to an accumulated operating profit (EBIT) of SEK 2.2 billion. Where the level of fulfilment is between the minimum and the maximum level, the outcome will be calculated on a linear basis and the allocation, and payment of cash compensation, respectively, will be made based on achieved outcome.

Target 2: The performance target is related to the total shareholder return (TSR)³ on Bonava's shares of series B on Nasdaq Stockholm during a certain measurement period (see below). The minimum level for the performance target shall amount to a TSR of 20% over a little less than three years (based on an annual TSR of 6.3%) and the maximum level for the performance target shall amount to a TSR of 190% over a little less than three years (based on an annual TSR of 42.6%). Where the level of fulfilment is in line with the minimum level, allocation and payment of cash compensation will be made corresponding to 1/4 of the maximum allocation for the performance target. Where the level of fulfilment is between the minimum and the maximum level, the outcome will be calculated on a linear basis and the allocation will be made based on achieved outcome.

The measurement period for measuring absolute TSR (Target 2) shall be the following. The starting value shall be the volume weighted average price on the company's shares of series B on Nasdaq Stockholm during the five (5) days of trading following the publication of Bonavas' interim report for the first quarter of 2022 and the end value shall be the volume weighted average price on the company's shares of series B on Nasdaq Stockholm during the five (5) days of trading following the publication of Bonavas' interim report for the first quarter of 2026.

Formulation and administration

The board of directors shall be responsible for the formulation and administration of the LTIP 2023, within the scope of terms and guidelines set out. The board of directors shall be entitled to make adjustments, including to modify the allocation between share rights and synthetic shares, to fulfil specific regulations or market prerequisites in other jurisdictions. The board of directors shall be entitled to introduce an alternative long-term incentive plan for participants of LTIP 2022 employed in such countries where participation in LTIP 2022 is not appropriate. If material changes occur in the Bonava group or in its business environment, that would entail that the decided terms for allocation and the possibility to exercise the share rights or the synthetic shares in accordance with the LTIP 2023 no longer are appropriate, the board of directors shall be entitled to make other adjustments. Before finally determining allocation of shares of series B on the basis of the share rights and the payment of cash compensation on the basis of the synthetic shares, the board of directors shall assess whether the outcome of the LTIP 2023 is reasonable. This assessment is made in relation to Bonavas' financial earnings and position, conditions on the stock market and other circumstances. If the board of directors assesses that the outcome is not reasonable, the board of directors shall reduce the number of shares of series B to be allocated and decrease the cash to be paid.

³ Including re-invested dividends.

Scope

The maximum number of shares of series B in Bonava which may be allocated under the LTIP 2023 shall be limited to 415,000 shares which represents approximately 0.38% of all shares and approximately 0.20% of all votes in the company. The cash payment may as maximum be based on 415,000 synthetic shares in which the value of a synthetic share is based on the share price of the shares of series B in Bonava at the time of payment. The number of shares of series B and the cash payment respectively included in the LTIP 2023 shall, in accordance with the detailed conditions that the board of directors stipulates be subject to recalculation if Bonava implements a bonus issue, a reversed share split or a share split, a rights issue, compensation for divided or similar actions, taking into account customary practice for similar incentive plans.

Hedging

The board of directors has considered two alternative hedging methods for the LTIP 2023; either a hedging arrangement (equity swap) with a bank for securing delivery of shares of series B under the plan or transfer of shares of series B in Bonava to entitled participants in the LTIP 2023. The board of directors considers the latter alternative to be preferable. The board of directors has therefore proposed that the annual general meeting shall resolve on transfer of shares of series B in Bonava, which are held by the company as well as to authorise the board of directors to execute acquisition of shares of series B in Bonava (see item B below and item 18 in the agenda). The board of directors further proposes that the board of directors shall have the right to execute transfer of shares of series B in Bonava, which are held by the company, on Nasdaq Stockholm to cover costs for payment of cash compensation and social security contributions under the plan. Should the annual general meeting, however, not approve the board of directors' proposal, the board of directors may enter into the hedging arrangement described above with a bank to secure the obligation of the company to deliver shares of series B under the plan. Such a hedging arrangement with a bank may also be used for the purpose to cover costs for payment of cash compensation and social security contributions that arise as a result of the LTIP 2023.

Costs under the plan

Based on the assumption of a share price of SEK 27.10 at the time of investment, all persons who have been offered to participate in the plan participates and that they make a maximum investment, that all participants stay in the plan until allocation and payment and that the maximum amount of shares are paid, the estimated total cost for LTIP 2022, including estimated cost for social security contributions, is approximately SEK 22 million. The cost is equivalent to the value of approximately 0.75% of Bonava's market capitalization based on the average closing price for shares of series B Bonava between 2 February – 8 February 2023. Assuming a positive share price development of 100% during the duration of the program, the cost increases to SEK 44 million, which corresponds to approximately 1.50% of Bonava's market capitalization.

The annual cost of LTIP 2023, including social security contributions, is estimated to amount to approximately SEK 8 million in accordance with the conditions above which corresponds to 0.61% of Bonava's total staff costs, including social security contributions for the 2022.

LTIP 2023 will be accounted for in accordance with IFRS 2, meaning that the share rights shall be charged as staff costs and recognised during the vesting period. Furthermore, this means that the synthetic shares' fair value at the time of allocation shall be charged as a staff cost and recognised during the vesting period and constantly be revalued at each reporting date.

Effects on important key ratios

The estimated annual cost for LTIP 2023 of MSEK 8 (based on the assumptions above) corresponds on a pro-forma basis for 2022 a negative effect on Bonava's operating margin of approximately 0.05 percentage points and a decrease of earnings per share of approximately SEK 0.05. However, the board of directors considers that the positive effects on Bonava's financial performance which are expected from an increased commitment, lock-in and shareholding by the participants as well as from the possibility to be allocated further shares under the program, outweighs the costs related to the LTIP 2023.

The preparation of the proposal

The LTIP 2023 has been processed at board meetings and remuneration committee.

Other incentive plans in Bonava

There are share-related incentive plans that has previously been implemented in Bonava, LTIP 2020, LTIP 2021 and LTIP 2022, see note 4 in Bonava's annual report, which is available at Bonava's website, www.bonava.com.

The proposal by the board of directors.

Referring to the description above, the board of directors proposes that the extraordinary general meeting resolves on the LTIP 2023.

Majority requirements

A resolution to introduce the LTIP 2023 in accordance with the board of directors' proposal is valid when supported by shareholders holding more than half of the votes cast at the extraordinary general meeting.

B. TRANSFER OF SHARES OF SERIES B IN BONAVA UNDER THE INCENTIVE PLAN

The board of directors' proposal on a resolution to transfer shares of series B in Bonava as set out below, provides that the extraordinary general meeting first has resolved on a long-term performance-based incentive plan (LTIP 2023) in accordance with item A above.

Transfer of shares of series B in Bonava to participants in the LTIP 2023

The board of directors proposes that the extraordinary general meeting resolves to transfer shares of series B in the company in accordance with the following.

- Not more than 415,000 shares of series B in Bonava may be transferred (or the higher number of shares of series B due to recalculation as a result of a bonus issue, a reversed share split or a share split, rights issue, compensation for divided or similar actions).
- The shares of series B may be transferred to participants in the LTIP 2023 who under the terms for the LTIP 2023 are entitled to receive shares.
- Transfer of shares of series B shall be made at the time and otherwise according to the terms pursuant to the LTIP 2023.

The reason for deviating from the shareholders' preferential rights is that the transfer of shares of series B is part of the execution of the LTIP 2023. Therefore, the board of directors considers the transfer of shares of series B in accordance with the proposal to benefit the company.

Item 18:

The board of directors proposes that the annual general meeting authorises the board of directors to, on one or several occasions for the period until the next annual general meeting, acquire a maximum number of shares of series B so that the company's holding, at any time following the acquisition, does not exceed 10% of all the shares of series B in Bonava. Acquisitions shall be conducted on Nasdaq Stockholm and at a price per share of series B that is within the price range for the share price prevailing at any time (the so-called spread), i.e. the range between the highest ask price and the lowest bid price. In the event that the acquisitions are effected by a stock broker as assigned by the company, the share price may, however, correspond to the volume weighted average price during the time period within which the shares of series B were acquired, even if the volume weighted average price on the day of delivery to Bonava falls outside the price range. Payment for the shares of series B shall be made in cash.

Furthermore, the board of directors proposes that the annual general meeting authorises the board of directors to, on one or more occasions for the period until the next annual general meeting, resolve on the transfer of own shares of series B. The number of shares of series B transferred may not exceed the total number of shares of series B held by Bonava at any time. Transfers may be conducted on or outside Nasdaq Stockholm, including a right to resolve upon deviations from the shareholders' pre-emption right. The transfer of shares of series B on Nasdaq Stockholm shall be conducted at a price within the registered price range at the time of the transfer. The transfer of shares of series B outside Nasdaq Stockholm shall be made at a price in cash or value in property received that corresponds to the share price at the point in time of the transfer of the Bonava shares of series B that are transferred with the deviation, if any, that the board deems appropriate in each case.

The purpose of the above authorisations regarding acquisition and transfer of own shares of series B is to enable financing of acquisitions of companies and businesses by payment with own shares of series B and to continuously be able to adjust the capital structure of Bonava and thereby create added value to the shareholders as well as to enable delivery of shares of series B and to cover costs (including costs for social security costs and payments according to synthetic shares) in connection with the implementation of Bonava's incentive plan at any time.

Special majority requirements

A resolution by the general meeting in accordance with item 18 above is valid when supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the general meeting, while a resolution by the general meeting in accordance with item 17 B above is valid only when supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the general meeting.

Shares and votes

At the day of this notice the total number of shares in the company amounts to 108,435,822 shares, of which 11,194,982 are shares of series A and 97,240,840 are shares of series B. Each share of series A represents ten (10) votes and each share of series B represents one (1) vote. The total number of votes in the company amounts to 209,190,660 votes at the day of this notice. The company owns 1,245,355 own shares of series B at the day of publication of this notice, corresponding to 1,245,355 votes, which cannot be represented at the meeting.

Shareholders' right to request information

The shareholders have the right to receive information from the board of directors and CEO regarding circumstances that may affect the assessment of an item on the agenda or circumstances that may affect the assessment of the company's financial situation or

circumstances regarding the company's relationship with other group companies, if the board of directors believes that such information can be provided without causing material damage to the company.

Processing of personal data

All processing of personal data in connection with the general meeting is conducted by Bonava and Euroclear Sweden AB in accordance with the following GDPR-policy: www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf

Documentation

The nomination committee's complete proposals and reasoned statement and information regarding proposed directors is today available at the company's website www.bonava.com/en/general-meeting/annual-general-meeting-2023. The board of directors' complete proposals and other documents that shall be made available under the Swedish Companies Act and the Swedish Code of Corporate Governance, will be made available at the company's office at Lindhagensgatan 72 in Stockholm, Sweden, and on the company's website no later than three weeks before the general meeting. The documents will also be sent to the shareholders who so request and state their postal or email address. The documents will be presented at the meeting.

Stockholm in February 2023

Bonava AB (publ)

The board of directors