

Report from the Nomination Committee, proposals and reasoned statement for the Annual General Meeting in JM AB, March 30, 2023

Background

The current instructions for the Nomination Committee of JM AB (publ) state that the committee is formed by the four largest shareholders who wish to take part, each appointing one member. The person in question may not be a Board Member of the Company. The chair of the Board of Directors convenes the first meeting and serves as the fifth member of the Nomination Committee. The mandate of the Nomination Committee remains in effect until a new Nomination Committee is appointed.

JM's Nomination Committee includes the following people:
Ilija Batljan (chair), Samhällsbyggnadsbolaget i Norden AB
Anders Oscarsson, AMF Pension
Marianne Nilsson, Swedbank Robur Fonder
Johannes Wingborg, Länsförsäkringar Fondförvaltning AB
Fredrik Persson, chairperson of the Board of Directors of JM.

As of January 31, 2023, the four shareholders referred to above represented 49.9 percent of the shares and votes in JM.

The composition of the Nomination Committee was announced in a press release on September 29, 2022, and also posted on the Company's website www.jm.se. Information about how shareholders can submit proposals to the Nomination Committee can be found on the website. No proposals were submitted to the Nomination Committee.

Report from the Nomination Committee

The Nomination Committee held four meetings at which minutes were kept and, in addition, maintained contact through email and by telephone. The Nomination Committee received a report from the chair of the Board on how work is conducted within the Board as a whole and in the committees and the results from an internal Board assessment that included a written survey for all Board members. The Nomination Committee also interviewed Board members elected by the Annual General Meeting and the CEO.

Given this background, the Nomination Committee discussed the Board's need for competence and experience in coming years. The Nomination Committee also assessed proposed Members' independence.

The Nomination Committee has evaluated the document Instructions for the Nomination Committee, [Appendix 1](#), and proposes no changes. The document applies until the Annual General Meeting resolves otherwise.

The Nomination Committee can hereinafter present its proposal to the Annual General Meeting in accordance with the following:

The Nomination Committee's unanimous proposals for resolution

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Election of Annual General Meeting Chair

Fredrik Persson is proposed to be the chair at the Annual General Meeting.

Number of Board Members

Seven Members elected by the Annual General Meeting.

Election of Chair and Members of the Board of Directors

The Nomination Committee proposes the re-election of Fredrik Persson as chair of the Board of Directors and Members Kerstin Gillsbro, Camilla Krogh, Jenny Larsson, Olav Line and Thomas Thuresson and new-election of Stefan Björkman. Kaj-Gustaf Bergh declined re-election.

Stefan Björkman, born in 1963, is an engineer from the Helsinki University of Technology and President of Föreningen Konstsamfundet. Prior to this, Stefan Björkman has been active in the Kone Group and the banking and insurance industry in Finland. Stefan Björkman is chair of the Boards of Directors of Alandia Försäkring Abp and Coronaria Oy, deputy chair of the Board of Directors of Stockmann Abp and a Board member of Cor Group Oy.

Remuneration to the Board of Directors

The Nomination Committee proposes that fees to the chair be raised to SEK 955,000 (925,000) for work on the Board and fees to Members who are not employed by the Company be raised to SEK 380,000 (370,000).

Fees for work on committees will be raised as follows: Chair of the Audit Committee: SEK 165,000 (160,000).

Members of the Audit Committee: SEK 98,000 (95,000).

Chair of the Compensation Committee: SEK 68,000 (65,000).

Members on the Compensation Committee: SEK 68,000 (65,000).

Chair of the Investment Committee: SEK 105,000 (100,000).

Members of the Investment Committee: SEK 80,000 (75,000).

The proposed fees for seven paid Members amounts to a total of SEK 4,065,000 (2022: a total of SEK 4,310,000 for eight Members), including remuneration for work on committees. In total, this is the equivalent of an increase in fees of approximately 3.2 percent, disregarding the reduction in the number of Members from eight to seven.

The Nomination Committee also recommends like last year that the Board of Directors adopt a policy that Members elected by the Annual General Meeting are expected over a five-year period to build up holdings of JM shares at market value that correspond to at least one year's remuneration before tax (excluding remuneration for committee work).

Election of and remuneration to the auditors

The 2022 Annual General Meeting elected PricewaterhouseCoopers AB as the auditing company. The term of office for the auditing company extends until the end of the 2023 Annual General Meeting.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the re-election of PricewaterhouseCoopers AB. In accordance with Swedish law, the term of service runs until the end of the 2024 Annual General Meeting. PricewaterhouseCoopers AB has announced its intention to appoint Ann-Christine Hägglund as auditor-in-charge if the Annual General Meeting elects PricewaterhouseCoopers AB to be the auditing company.

Remuneration to the auditors will be paid as invoiced by the auditing company and approved by JM AB.

Reasoned statement

The Nomination Committee considers JM to have a well-functioning Board of Directors and that the current composition of the Board, given the Company's operations, development stage and circumstances in general, is appropriate and features diversity and breadth with regard to the Members' competence, experience and background. The Nomination Committee also considers it to be valuable to have a balance of both continuity and renewal within the Board.

The Nomination Committee's proposal for the Board entails the new election of one Member, Stefan Björkman, who has relevant experience for JM from the Finnish market. It is important to secure this competence since Kaj-Gustaf Bergh has declined re-election.

The proposed Board has broad experience and skills, including for relevant sustainability aspects, within areas that are important for JM, such as housing and property development, project development and construction activities, consumer markets, finance, industry, and good knowledge of geographic markets that are relevant for the Company. The Nomination Committee has applied as its diversity policy Code Rule 4.1. It can be noted that JM has had an even gender distribution in its Board of Directors for many years, and the Members proposed to the Annual General Meeting include three women and four men. The proposal thus fulfills the requirements of the Code for an even gender distribution.

All of the proposed Members are considered to be independent in relation to the Company and its management as well as major shareholders in the Company.

Information according to Article 2.6 of the Code regarding those persons proposed for re-election and new election can be found on JM's website under the Corporate Governance tab.

The information includes:

1. age and main education and work experience,
2. duties at JM and other significant commitments,
3. personal and/or related natural or legal person's holdings of shares and other financial instruments in JM,
4. whether, according to the Nomination Committee, the Board Member is considered to be independent of JM and the Company's senior management, as well as of major shareholders in the Company, and
5. on re-election, the year that the Member was first elected to the Board.

February 2023 Nomination

Committee of JM AB (publ)

Instructions for the Nomination Committee of JM AB (JM)

1. The Nomination Committee's members

- 1.1 The Nomination Committee at JM is appointed according to these instructions. The mandate of the Nomination Committee shall remain in effect until a new Nomination Committee is appointed.
- 1.2 The Nomination Committee is formed after the chair of the Board identifies the four largest shareholders in JM in terms of voting rights. The assessment regarding which shareholders hold the most votes shall be based on the public register of shareholders maintained by Euroclear Sweden AB, the public nominee list of owners as at July 31 and other reliable information provided to the Company at such time. The owner statistics that shall be used must be sorted by vote strength (grouped by shareholder) and contain the largest registered shareholders in Sweden, i.e., shareholders with an account in their own name with Euroclear Sweden AB or shareholders who have deposited their shares with a nominee who has registered the identity of the shareholder with Euroclear Sweden AB. The chair of the Board shall thereafter contact the identified shareholders in accordance with the above and request that they state whether they wish to be included in JM's Nomination Committee. Those who reply in the affirmative must then each appoint a representative, who may not be a member of JM's Board of Directors. If any of the four largest shareholders in terms of votes opts to not utilize their right to appoint a member to the Nomination Committee, or otherwise can be considered to have opted not to exercise such a right, the next shareholder in order shall be given the opportunity to appoint a member to the Nomination Committee, whereby no more than a total of ten shareholders will need to be asked unless necessary for the Nomination Committee to consist of at least four members.
- 1.3 The chair of the Board shall convene the first meeting and be a member of the Nomination Committee.
- 1.4 Unless members agree otherwise, the member of the Nomination Committee who represents the largest shareholder shall serve as chair.
- 1.5 For the period from the statutory meeting of the Nomination Committee up to and including October 31 of each year, the following applies.

If one or more of the shareholders who appointed members of the Nomination Committee no longer belong to the four largest shareholders according to owner statistics on October 31, the members appointed by these shareholders will vacate their positions. The shareholder(s) who join the largest shareholders shall have the right to appoint their representative(s) so that at any given time the Nomination Committee consists of at least three members appointed by the shareholders. Shareholders who appointed representatives to the

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Nomination Committee have the right to dismiss such members and appoint new representatives.
The composition of the Nomination Committee should not change after November 15 of each year in any way other than that a shareholder who is no longer qualified to participate may dismiss the member appointed by this shareholder. In order to replace a departing member, the Nomination Committee may offer other major shareholders representation on the Nomination Committee.

2. The Nomination Committee's work

- 2.1 The Nomination Committee shall hold a statutory meeting within three weeks of the day when its composition is announced.
- 2.2 The Nomination Committee shall meet as often as necessary for the Committee to perform its duties. These are set out in the Reference Code (hereafter referred to as the Code) that applies at any time as issued by the Swedish Corporate Governance Board.
The chair sends out a summons to the meeting. If a member of the Nomination Committee requests that the Committee be convened, this request shall be heeded.
- 2.3 Minutes shall be recorded at Nomination Committee meetings and verified by the chair. The minutes shall be recorded in numeric order and stored in a reliable manner.
- 2.4 The Nomination Committee has a quorum if three members are present. A decision by the Nomination Committee is determined by the position for which more than half of the present members vote. If all members of the Nomination Committee are not in attendance, those who vote must comprise more than half of the full number of members.
- 2.5 If requested by the Nomination Committee, JM will provide a secretary to facilitate the work of the Committee.
- 2.6 Members of the Nomination Committee are subject to confidentiality about JM's affairs and any information disclosed about the personal circumstances of existing and potentially new members. This obligation to maintain confidentiality shall be noted where relevant in the respective minutes of the Nomination Committee's meetings.

3. Other

- 3.1 Members of the Nomination Committee are not entitled to fees from JM. When needed, JM shall cover costs that the Nomination Committee deems necessary for the Committee to perform its duties.
- 3.2 The Nomination Committee shall conduct an annual evaluation of these instructions and propose amendments when necessary. However, these instructions shall apply until the Annual General Meeting resolves otherwise.
