

Report from the Nomination Committee, proposals and reasoned statement for the Annual General Meeting in JM AB, March 24, 2021

Background

The current instructions for the Nomination Committee 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 chairperson 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:
Anders Oscarsson (chairperson), AMF Försäkring & Fonder
Daniel Kjørberg Siraj, OBOS BBL
Marianne Nilsson, Swedbank Robur Fonder
Johannes Wingborg, Länsförsäkringar Fondförvaltning AB
Fredrik Persson, chairperson of the Board of Directors of JM.

As of December 31, 2020, the four shareholders referred to above represented 41.3 percent of the shares and votes in JM.

The composition of the Nomination Committee was announced in a press release on September 9, 2020, and was also posted on the Company's website (www.jm.se/en). 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 six meetings at which minutes were kept and in addition maintained contact through email and by telephone. The Nomination Committee received a report from the chairperson of the Board of Directors 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 both 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

Election of Annual General Meeting Chairperson

Fredrik Persson is proposed to chairperson the Annual General Meeting.

Number of Board Members

Seven Members elected by the Annual General Meeting.

Election of Chairperson and Members to the Board of Directors

The Nomination Committee proposes the re-election of Fredrik Persson as chairperson of the Board of Directors and Members Kaj-Gustaf Bergh, Kerstin Gillsbro, Camilla Krogh, Olav Line, Thomas Thuresson and Annica Ånäs.

Eva Nygren has declined re-election.

Remuneration to the Board of Directors

The Nomination Committee proposes that remuneration to the chairperson be raised to SEK 900,000 for work on the Board and remuneration to Members who are not employed by the Company be raised to SEK 360,000.

The Nomination Committee proposes that the remuneration to the chairperson of the Audit Committee be raised and that the remuneration for other work on the committees to stay the same in accordance with the following:

Chairperson of the Audit Committee: SEK 160,000.

Members of the Audit Committee: SEK 95,000.

Chairperson of the Compensation Committee: SEK 65,000.

Members on the Compensation Committee: SEK 65,000.

Chairperson of the Investment Committee: SEK 100,000.

Members of the Investment Committee: SEK 75,000.

The proposed remuneration for seven paid Members amounts to SEK 3,855,000 (2020: a total of SEK 3,945,000 for eight Members), including remuneration for work on committees. In total, this is the equivalent of an increase in fees of approximately 6.8 percent, disregarding the reduction in the number of Members from eight to seven.

The Nomination Committee also recommends 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 2020 Annual General Meeting elected PricewaterhouseCoopers AB as the auditing company. The term of office for the auditing company extends until the end of the 2021 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 2022 Annual General

Meeting. PricewaterhouseCoopers AB has announced its intention to appoint Ann-Christine Hägglund 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.

Three of the now proposed seven Members were elected at the past two annual general meetings. The Nomination Committee's therefore proposes no new elections, despite Eva Nygren's decision to decline re-election. JM's Board of Directors has consisted of seven Board Members for several years. However, the number was expanded to eight at the 2020 Annual General Meeting. Since Eva Nygren has declined re-election, it is desirable to return to seven Board Members.

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, and good knowledge of geographic markets that are relevant for the Company. The Nomination Committee has applied Code Rule 4.1 as its diversity policy. 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.

The following members are signing this document using electronic signatures that correspond to a written signature.

Anders Oscarsson

Daniel Kjørberg Siraj

Marianne Nilsson

Johannes Wingborg

Fredrik Persson