

The nomination committee's proposals to the annual general meeting 2024, including reasoned statement

The nomination committee of Fasadgruppen Group AB (publ) ("Fasadgruppen") hereby presents its proposals to the annual general meeting 2024.

The nomination committee's proposals

Chairman of the meeting

The nomination committee proposes that the chairman of the board of directors, Ulrika Dellby, is elected as chairman of the meeting.

Number of members of the board of directors to be elected by the meeting

The nomination committee proposes that the number of board members elected by the annual general meeting shall be six without deputies.

Board fees

The nomination committee proposes the following fees to the board members for the period until the next annual general meeting:

- SEK 550,000 to the chairman of the board of directors
- SEK 270,000 to each of the other board members elected by the annual general meeting
- SEK 85,000 to the chairman of the board of directors' audit committee
- SEK 32,000 to each of the other members of the board of directors' audit committee
- SEK 52,000 to the chairman of the board of directors' remuneration committee
- SEK 25,000 to each of the other members of the board of directors' remuneration committee

Election of board members and chairman of the board of directors

The nomination committee proposes that the following persons are elected as board members and chairman of the board of directors for the period until the close of the annual general meeting 2024:

Board members

- a) Tomas Ståhl (re-election)
- b) Ulrika Dellby (re-election)
- c) Gunilla Öhman (re-election)
- d) Christina Lindbäck (re-election)
- e) Mats Karlsson (re-election)
- f) Magnus Meyer (new election)

Tomas Georgiadis has declined re-election.

Chairman of the board of directors

g) Ulrika Dellby (re-election)

Information regarding the proposed board members

Magnus Meyer

Born: 1976

Principal education: Master of Science in Engineering and Licentiate of Technology, Royal Institute of Technology, Stockholm.

Other assignments: Chairman of the board of directors of HiQ International AB, board member of Kinnarps AB, Slättö Förvaltning AB, Vasakronan AB, Coor Service Management Holding AB, Infranord AB, Fagerhult Group AB and MW Group AB.

Shareholding in Fasadgruppen: N/A

Principal work experience: Head of Group and CEO of WSP Europe and Tengbomgruppen AB, Managerial positions in GE Real Estate and Ljungberggruppen AB.

Information regarding the board members that are proposed to be re-elected is available on Fasadgruppen's website, www.fasadgruppen.se/en/investors/corporate-governance/board-of-directors/.

Fees for the auditor

The nomination committee proposes that the fees to the auditor are paid in accordance with approved invoice.

Election of the auditor

The nomination committee proposes that the company shall have one auditor without deputies and that Deloitte AB is re-elected as auditor for the period until the close of the next annual general meeting.

Instruction for the nomination committee

The nomination committee has resolved not to propose any amendments to the instruction for the nomination committee adopted at the extraordinary general meeting on 2 October 2020 which, pursuant to the general meeting's resolution, shall apply until further notice.

Description of the nomination committee's work for the annual general meeting 2024

The nomination committee for the annual general meeting 2024 consists of the following members:

- Lars Nordin, chairman (appointed by Connecting Capital)
- Marianne Nilsson (appointed by Swedbank Robur Fonder)
- Peter Lundkvist (appointed by Tredje AP-fonden)

The chairman of the board of directors, Ulrika Dellby, have been a member of the nomination committee (without voting rights).

The nomination committee has had, in accordance with the instruction adopted at the extraordinary general meeting on 2 October 2020 and the Swedish Corporate Governance Code (the “Code”), the task of presenting proposals to the annual general meeting as regards:

- election of chairman and other members of the board of directors;
- resolution on remuneration to the board of directors;
- election of auditor;
- resolution on remuneration to the auditor;
- election of chairman at the general meeting; and
- resolution on changes of the instruction for the nomination committee (if deemed necessary by the nomination committee).

Prior to the annual general meeting 2024, the nomination committee has held four meetings whereas minutes have been kept one of them.

The nomination committee has applied Rule 4.1 of the Code when preparing its proposal. This means that the nomination committee has had, as its starting point, that the board of directors shall have a composition appropriate to Fasadgruppen’s operations, phase of development and other relevant circumstances. The nomination committee has also considered that the composition among the members of the board of directors elected by the general meeting exhibit diversity and breadth of qualifications, experience and background.

The nomination committee also considers it important that board members can devote the necessary time and care required to fulfil their tasks as board members of Fasadgruppen, and therefore, the nomination committee has assessed the board members’ engagements outside of Fasadgruppen and the time they require.

The nomination committee has received a report from the chairman of the board of directors on how the board of directors’ work has been conducted. The nomination committee has interviewed the board members and the overall assessment of the board of directors’ work shows that the work of the board of directors is well-functioning.

The nomination committee has discussed the size of the board of directors and its composition in light of the company’s situation and prospects. In general, the nomination committee considers that the expertise within the board of directors is

well. The nomination committee's intention has been to maintain the board of directors' diversity and breadth.

In connection with the work relating to the nomination committee's proposal on election of auditor and resolution on auditor's fees, the nomination committee has had contacts with the chairman of the audit committee to comprehend the assessments made by the board of directors and the audit committee regarding the quality and efficiency of the auditor's work. The nomination committee's proposals on election of auditor and resolution on auditor's fees are in accordance with the audit committee's recommendation.

Explanation of proposal regarding board composition, independence, etc.

The nomination committee's considerations regarding the proposed board composition

In the opinion of the nomination committee, the proposed board of directors constitutes a well-balanced composition of persons in terms of expertise, experience as well as breadth considering the different qualifications that together complement each other. The nomination committee also considers that the proposed board of directors represents a good balance of the nomination committee's desire to reflect the ownership structure of Fasadgruppen while taking continuity and diversity into account. The nomination committee's proposal means that after the annual general meeting, the board of directors will continue to consist of three women and three men. The nomination committee has, following discussions with the proposed board members and a review of their other assignments, made the assessment that the board members have sufficient time to fulfil their tasks as board members of Fasadgruppen.

Magnus Meyer, who is proposed as a new board member, possesses extensive knowledge of the real estate market where Fasadgruppen's customers operate, as well as in energy transition and digitalisation, which is expected to benefit Fasadgruppen and complement the Board's competence profile.

The nomination committee's consideration regarding the independence of the proposed board members

According to the Code, a majority of the members of the board of directors elected by the general meeting are to be independent of the company and its senior management. At least two of the members of the board of directors who are independent of the company and its senior management are also to be independent in relation to the company's major shareholders.

In terms of applicable requirements on board members' independence, the nomination committee has made the following assessments on the independence of the proposed board members in relation to Fasadgruppen and the senior management and Fasadgruppen's major shareholders, respectively:

- The nomination committee considers that all of the proposed board members except Mats Karlsson are independent of Fasadgruppen and its senior management. Pursuant to the Code, Mats Karlsson is not independent in relation to the company and its management as he has been employed by Fasadgruppen within the past three years.
- The nomination committee considers that all of the proposed board members except Tomas Ståhl are independent of Fasadgruppen's major shareholders. Pursuant to the Code, Tomas Ståhl is not independent in relation to Fasadgruppen's major shareholders since he is employed by Connecting Capital who owns more than ten per cent of all shares and votes in Fasadgruppen.

The nomination committee's consideration regarding the proposed board fees

The nomination committee considers it to be important that board fees (including fees for committee work) are maintained at a level that makes it possible to recruit and maintain a high and international competitive expertise to the board of directors of Fasadgruppen. The nomination committee has compared the board fees in Fasadgruppen with board fees in other comparable companies on Nasdaq Stockholm. In light of this, the nomination committee has come to the conclusion that in comparison with board fees in companies of comparable size and complexity, the proposed fees for board and committee work are reasonable and in line with market practice.

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Stockholm in April 2024
The nomination committee