RESOLUTIONS PROPOSED BY THE NOMINATING COMMITTEE

ITEMS 2, 10, 11, 12, 13, 16

BACKGROUND

The Nominating Committee of Diös Fastigheter AB (publ) ("Diös") has been formed in accordance with the resolution adopted at the 2023 Annual General Meeting ("AGM") of Diös. The Chairman of the Board has called representatives of the four largest shareholders in terms of voting rights as of August 31 who declared willing to participate in the Nominating Committee, together with the chairman to constitute the Nominating Committee for the 2024 AGM.

The Nomination Committee appoints the Chairman within itself. The composition of the Nomination Committee shall be announced no later than six months before the next Annual General Meeting. No remuneration shall be paid to the members. If a member leaves the Nomination Committee before its work is completed, and if the Nomination Committee considers that there is a need to replace this member, the Nomination Committee shall appoint a new member. Changes in the composition of the Nomination Committee shall be made public immediately.

In accordance with the above resolution, the following persons were appointed to constitute the Nomination Committee for the Annual General Meeting 2024:

Björn Rentzhog (AB Persson Invest)
Markus Wallentin (Backahill Inter AB),
Johannes Wingborg (Länsförsäkring Fondförvaltning AB),
Mikael Hallåker (Pensionskassan SHB Försäkringsförening), and
Bob Persson (Committee's chairman).

According to information on the company's website, shareholders who wished to submit proposals to the Nomination Committee have been able to contact the Nomination Committee by e-mail or via Diös postal address before 1 February 2024.

The Nominating Committee has been tasked with presenting proposals to the 2024 AGM of Diös in respect of:

- the election of a chairman at the AGM
- the election of Board members
- the election of the Chairman of the Board
- remuneration to the members of the Board of Directors
- the election of auditors
- auditors' fees
- the instructions for appointment of the Nominating Committee at the 2025 AGM

THE WORK OF THE NOMINATING COMMITTEE

The Nominating Committee has recorded five meetings and interviewed all current board members. All members of the Nomination Committee have been involved in all meetings. The Nomination Committee has thoroughly informed itself about the Board's work and the specific requirements of the company's operations. The Nomination Committee has also taken note of the results of the annual evaluation of individual members' contributions to the work of the Board of Directors, the work of the Chairman, and how the Board functions as a group. The Nomination Committee's assessment is that the current Board of Directors and its work have been well-functioning.

With regard to the composition of the Board of Directors, the Nomination Committee has taken into account the necessary experience and competence, as well as diversity. The Nomination Committee has also taken into account each member's ability to dedicate the necessary time and commitment to the Board assignment. The Nomination Committee has also taken into account the importance of both continuity and renewal in the work of the Board of Directors and considered the appropriate number of board members. The Nomination Committee has applied Rule 4.1 of the Swedish Corporate Governance Code as a diversity policy when drafting its proposal.

The Nomination Committee has been informed that five members are available for re-election.

In light of the above considerations, the Nomination Committee proposes that the Board of Directors shall consist of five members for efficient and well-functioning Board work. At the 2020 Annual General Meeting, the Board of Directors was expanded by one member, Tobias Lönnevall, as a result of Nordstjernan's entry as a major shareholder. Nordstjernan has now divested its holding and Tobias Lönnevall has declined re-election. The Nomination Committee therefore proposes re-election of Bob Persson, Ragnhild Backman, Peter Strand, Erika Olsén and Per-Gunnar Persson.

The Nomination Committee therefore considers that the proposed Board of Directors has an appropriate composition, characterized by versatility and breadth of competence, experience and background, taking into account the company's operations, development stage and conditions.

Two of the proposed board members are women, which corresponds to 40 percent of the total number of members.

The Nominating Committee has also discussed the independence of Board members and has established the following:

	Independent of the company	Independent of major owners
Bob Persson	Yes	No
Ragnhild Backman	Yes	Yes
Per-Gunnar Persson	Yes	Yes
Peter Strand	Yes	Yes
Erika Olsén	Yes	Yes

The proposed Board composition meets the independence criteria for Board members defined by the Nasdaq Stockholm Stock Exchange and in the Swedish Governance Company Code. The Board also meets other applicable requirements.

A presentation of the proposed Board member is available on the website, www.dios.se

EXCEPT THE ABOVE-MENTIONED PROPOSAL TO THE BOARD OF DIRECTORS, THE NOMINATING COMMITTEE ALSO PROPOSE THE FOLLOWING PROPOSALS TO THE AGM:

PROPOSAL OF CHAIRMAN FOR THE AGM

The Nominating Committee proposes Bob Persson as Chairman of the meeting.

PROPOSAL OF CHAIRMAN OF THE BOARD OF DIRECTORS

The Nominating Committee proposes Bob Persson as Chairman of the Board of Directors.

PROPOSAL OF RENUMERATION OF THE BOARD OF DIRECTORS

As regards Directors' fees, the Nominating Committee proposes that fees in a total amount of SEK 1,260,000 (1,400,000) be paid to the Board of Directors, to be distributed as follows:

- SEK 420,000 (400,000) to the Chairman of the Board,
- SEK 210,000 (200,000) to each non-executive Board member

PROPOSAL OF ELECTION AND REMUNERATION OF AUDITOR

The Nominating Committee proposes, in accordance with the Audit Committee´s recommendation, re-election of Deloitte AB, and they have informed that authorized accountant Kent Åkerlund will be new auditor in charge. Furthermore, the Nominating Committee proposes that the AGM resolves that the remuneration to the auditors, as before, be paid against approved invoices.

PROPOSAL OF NOMINATING COMMITTEE FOR THE 2025 AGM

The Nominating Committee proposes that a new Nominating Committee for the 2025 AGM be appointed in the same manner as for the present AGM, i.e. that the Committee be appointed no later than six months before the AGM and follow the guidelines of the Swedish Corporate Governance Code. The Nominating Committee shall consist of the Chairman of the Board and one representative of each of the four largest shareholders of Diös based on the last known shareholdings on 31 August 2024.

In case a major shareholder abstains from participating in the work of the Nominating Committee this shareholder shall be replaced by a representative of the next largest shareholder.

Östersund, March 2024

Diös Fastigheter AB (publ)
Nominating Committee