RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

ITEM 15

REIMBURSEMENT REPORT 2023

Introduction

This report describes how the guidelines for remuneration of senior executives for Diös Fastigheter AB (publ), adopted by the 2023 Annual General Meeting, were applied during 2023. The report also contains information on the remuneration of the CEO. The report has been prepared in accordance with the Swedish Companies Act and the Swedish Corporate Governance Board.

Further information on the remuneration of senior executives can be found in Note 5 (Employees, staff costs and Directors' fees) on page 57 of the 2023 Annual Report. Information on the Remuneration Committee's work during 2023 can be found in the Corporate Governance Report on pages 37-42 in the 2023 Annual Report.

Directors' fees are not included in this report. Such fees are approved annually by the Annual General Meeting and are presented in Note 5 on page 57 of the 2023 Annual Report.

Development in 2023

A summary of the company's overall earnings and development is presented on page 46 of the 2023 Annual Report.

The company's remuneration guidelines: scope, purpose and deviations

To successfully implement its business strategy and safeguard its long-term interests, including its sustainability efforts, the company needs to be able to recruit and retain qualified employees. This requires the company to be able to offer competitive remuneration. The company's remuneration guidelines make it possible for senior executives to be offered a competitive total remuneration. According to the remuneration guidelines, the remuneration to senior executives must be market-based and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. The variable remuneration paid to the CEO and senior executives is capped at three months' salary. There is no share-based payment.

For 2023, the company followed the applicable remuneration guidelines adopted by the Annual General Meeting. No deviations from the guidelines were made and no deviations were made from the decision-making process that, according to the guidelines, must be applied to determine the remuneration.

The auditor's statement on the company's compliance with the guidelines is available at Diös website no later than three weeks before the 2024 Annual General Meeting. No remuneration to senior executives has been claimed back from the company.

Remuneration of the CEO

Table 1 – Total remuneration to the CEO in 2023 (SEK '000s) *

	Fixed remuneration		Variable remuneration					
Name of the executive (position)	Basic Salary **	Other benefits***	One-year	Long-term	Extraordinary items	Pension benefits	Total remuneration	Share of fixed rep. variable remuneration ****
Knut Rost (CEO)	4,681	481	450	0	0	744	6,356	93/7

* Except for Multiyear variable remuneration, the table presents remuneration that accrues in 2023. Multiyear variable remuneration is recognised in so far as it has been the subject of so-called vesting in 2023. This applies regardless of whether or not the payment has been made in the same year.
** Including holiday pay of SEK 86 thousand
*** Housing benefits, car and fuel benefits and health insurance
**** Pension expenses (column 4), which in their entirety relate to Basic salary and are defined contribution pensions, have been fully recognised as fixed remuneration

During 2023, the CEO's variable remuneration was based on the fulfilment of targets for the occupancy rate and the surplus ratio. For the outcome, the targets have been weighted equally, and the outcome for 2023 corresponds to a target achievement rate totalling 50% of the maximum.

Table 2 – Outcomes for Ordinary Bonus 2023

Name of the executive (position)	Description of criteria attributable to the remuneration component	Relative weighting of performance criteria	a) Measured performance of max b) Actual allocation/remuneration outcome
Knut Rost (CEO)	Occupancy rate	50%	a) 50% b) SEK 150,000
	Surplus ratio	50%	a) 50% b) SEK 300,000

Outstanding variable salary programme

Cash-based long-term remuneration

In 2022, Diös introduced a long-term performance-based cash bonus programme. The programme covers a three-year period, and is offered to 14 participants who hold key positions in the company, including management. The CEO is not included in the programme for 2022. Each participant has the possibility of two (2) monthly salaries in bonuses ("Ordinary bonus") per year, given the fulfilment of certain defined performance criteria.

During a full programme period of three years, this corresponds to a total possibility.
of six (6) monthly salaries in bonus. The participant has the option of two additional monthly salary bonuses ("Extra bonus") conditional on additional performance terms and continued employment at 31 January of the year following the third year of the programme (the payment year).

Ordinary bonuses are earned annually, and the possibility of Extra Bonus is earned over the entire three-year period. Within 90 days of the respective payout, participants must invest at least 50% of the net bonus in Diös shares, which must be held for at least three years from the acquisition date before they can be sold.

The performance criteria for the Ordinary Bonus consist of: (1) Occupancy rate (60% by weight), (2) Surplus ratio (30% by weight) and (3) ESG criteria, consisting of green contracts and primary energy ratios (10% by weight). For the Extra bonus, the performance criteria consist of (1) Development of cash flow per share (50% weight) and (2) Net asset value per share (50% weight).

Comparative information regarding changes in remuneration and the company's earnings

Table 2 - Changes in remuneration and the company's earnings during the last five financial years reported (RR) (SEK '000s)

	RR2023	2023 vs 2022	2022 vs 2021	2021 vs 2020	2020 vs 2019	2019 vs 2018	2018 vs 2017
Remuneration of the CEO	6,356	138(2,2%)	538(9,4%)	341(6,3%)	378(7,6%)	933(23%)	310(8,3%)
Property management income	903,000	-203,089(-18,4%)	+50,938(4,9%)	+72,205 (7,5%)	+5,716 (0.6%)	+58,668(6,6%)	+72,061 (8,8%)
Average remuneration based on the number of FTEs employed* in the parent company	555						

* Excluding members of senior management

Östersund, March 2024

Diös Fastigheter AB (publ)
The Board of Directors