



*This is an unofficial translation of the Swedish original version. In the event of any discrepancies between the English and the Swedish text the Swedish text shall prevail.
Signatures on Swedish original.*

MINUTES

Of the Annual General Meeting ("AGM") of the shareholders of Diös Fastigheter AB (publ), 556501-1771, 13.00 CEST on 5 April 2022 in Östersund, Sweden.

Location and time:

Diös Fastigheter's Head Office, Hamngatan 14, Östersund, at 13.00 CEST.

§ 1

The Chairman of the Board, Bob Persson, opened the meeting.

The summons to attend the AGM was attached as Appendix 1.

A summary of the overall results of the advance votes, on each item covered by postal voting, was attached as Appendix 2.

It was noted in particular that no shareholder notified the company of their wish for decisions under one or more items on the agenda to be deferred until a further general meeting.

§ 2

Bob Persson was appointed to chair the meeting and Rolf Larsson, CFO, was appointed to take the minutes.

§ 3

The enclosed list, Appendix 3, of shareholder's present at the meeting was adopted as a valid electoral register at the meeting. The meeting resolved that those persons who had not been included in electoral register but were present would be permitted to participate in the AGM without the right to vote.

§ 4

The submitted proposed agenda was approved.

§ 5

It was resolved that K Göran Hedsberg, together with the chairman of the meeting, would verify the minutes.



This is an unofficial translation of the Swedish original version. In the event of any discrepancies between the English and the Swedish text the Swedish text shall prevail. Signatures on Swedish original.

§ 6

It was accepted that the AGM had been duly convened.

§ 7

The Chief Executive Officer, Knut Rost, commented on significant events in 2021.

§ 8

The annual report and audit report and the consolidated financial statements and consolidated audit report were submitted. The Directors' Report, the income statement and balance sheet, consolidated income statement and consolidated balance sheet, and the Board of Directors' proposed appropriation of retained earnings, Appendix 4, were presented.

The company's auditor, Richard Peters, presented the audit report and recommended that the AGM adopt the income statement and balance sheet and consolidated income statement and consolidated balance sheet, and the Board of Directors' proposed appropriation of the profit for the year, and that the members of the Board of Directors and Chief Executive Officer be released from liability to the company.

§ 9

- a. The meeting adopted the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
- b. The meeting resolved to appropriate the profit for the year in accordance with the Board of Directors' proposal, Appendix 4.
- c. The meeting released the members of the Board of Directors and the Chief Executive Officer from liability to the company in respect of 2021.
- d. The meeting resolved that the record dates for the dividends would be 7 April 2022, 7 July 2022, 7 October 2022 and 9 January 2023. In accordance with the resolution of the meeting, the cash dividend of SEK 0,88 per share will be sent out by Euroclear Sweden on 12 April 2022, 12 July 2022, 12 October 2022 and 12 January 2023.

§ 10

The meeting resolved that the Board of Directors should consist of six Directors with no deputies.



*This is an unofficial translation of the Swedish original version. In the event of any discrepancies between the English and the Swedish text the Swedish text shall prevail.
Signatures on Swedish original.*

§ 11

The Nominating Committee's proposal for determination of Directors' and auditors' fees, [Appendix 5](#), was presented. It was resolved to adopt the proposal.

§ 12

The meeting resolved to elect the Board of Directors as follows.

Bob Persson (re-election)
Ragnhild Backman (re-election)
Anders Nelson (re-election)
Peter Strand (re-election)
Tobias Lönnevall (re-election)
Erika Olsén (new election)

All Directors were elected for one year.

At the Annual General Meeting, shareholders voted to elect Bob Persson as Chairman of the Board.

§ 13

The election, in accordance with the Audit Committee's recommendation, was as following:

The registered audit firm Deloitte AB, with Richard Peters as chief auditor, was appointed until the 2023 AGM.

§ 14

An updated proposal regarding the Board of Directors' proposal for principles of remuneration and other terms of employment for the company's management team, [Appendix 6](#), was presented.

It was resolved to adopt the proposal. The decision was not unanimous as 3,6 per cent of the shares represented voted against.

§ 15

The AGM resolved to approve the Board's remuneration report, [Appendix 7](#).

§ 16

A proposal for principles governing the appointment of the Nominating Committee, [Appendix 8](#), was presented.



*This is an unofficial translation of the Swedish original version. In the event of any discrepancies between the English and the Swedish text the Swedish text shall prevail.
Signatures on Swedish original.*

It was resolved to adopt the proposal.

§ 17

The Board of Directors' proposal to authorise the Board to buy back shares and transfer treasury shares to other parties, Appendix 9, and the statement of the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act, Appendix 9, was presented.

It was resolved by required majority, i.e. the approval of a majority of at least two thirds of both the votes cast and the shares represented at the meeting, to adopt the proposal. The decision was not unanimous as 1,0 per cent of the shares represented voted against.

§ 18

The Board of Directors' proposal to authorise the Board to approve the issuance of new shares, Appendix 10, was presented.

It was resolved by required majority, i.e. the approval of a majority of at least two thirds of both the votes cast and the shares represented at the meeting, to adopt the proposal. The decision was not unanimous as 0.7 per cent of the shares represented voted against.

§ 19

No other matters had been submitted.

§ 20

The AGM was declared closed.

Minute-taker:

Verified:

Rolf Larsson

Bob Persson

K Göran Hedsberg

Notice to Annual General Meeting of Diös Fastigheter AB (publ)

Shareholders of Diös Fastigheter AB (publ), reg. no: 556501-1771, ("Diös" or "The company") are hereby notified of the Annual General Meeting ("AGM"), to be held on Tuesday 5 April 2022 at 1.00 p.m. Diös headquarters, Hamngatan 14, Östersund, Sweden.

The company finds it important to take responsibility and take measures to reduce the risk of transmission of the coronavirus. In light of this, the Board of Directors has decided that the AGM shall apply as follows:

- Registration to the AGM takes place between 12.30 and 12.50 p.m. Coffee is served after the end of the AGM.
- Shareholders may exercise the voting rights at the AGM by voting in advance on the proposals at the meeting. See below for further information.
- Current circumstances surrounding the coronavirus mean that changes may need to implement at short notice. Please stay informed on www.dios.se.

Right to participate in the AGM:

Shareholders who wish to exercise their voting by postal voting shall;

- be recorded as a shareholder in the share register, kept by Euroclear Sweden AB, (the Swedish Central Securities Depository), on March 28, 2022, and
- give notice of participation with the instructions below or vote in advance, by March 30 2022, at the latest.

Shareholders who have trustee-registered shares should:

- request the bank or broker holding the shares to request temporary owner-registration, so-called voting-right registration, several bank-days prior to March 28 2022.

Participation

Attend the AGM venue in person

Notice of participation can be submitted via the registration form on our website, www.dios.se, or submitted by post to Diös Fastigheter AB, "AGM 2022, Box 188, SE-831 22 Östersund, Sweden.

When giving notice of participation, the shareholder is to state his or her name, personal ID/corporate registration number, their shareholding in Diös and the names of any advisors they wish to attend.

Advance voting

A special form shall be used for advance voting. The form is available through www.dios.se.

The submission of the advance voting form is valid as a notice of participation to the meeting. Shareholders who wish to participate at the AGM venue in person must notify their participation as follows in section Participation above.

If the shareholder has provided the form with special instructions or conditions, or amended or added in pre-printed text, the vote may be deemed invalid. Only one form per shareholder will be considered. Incomplete or incorrectly completed form may be disregarded.

Further instructions can be found in the advance voting form.

Proxy:

Shareholders who are represented by a proxy shall issue a power of attorney to be enclosed with the notification or the advance vote, along with any registration certificates or other proof of authorisation.

The power of attorney must be dated, and validation cannot, on the day for the AGM, be older than one year, unless a longer term is stated (maximum five years). If the proxy is a legal entity, the registration certificate or other document showing the signatory's eligibility must be attached.

Proposed agenda:

1. Opening of the Meeting.
2. Election of a Chairman for the Meeting.
3. Establishment and approval of the register of shareholders.
4. Approval of the agenda.
5. Election of one or two members to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Statement by the Chief Executive Officer ("CEO").
8. Presentation of the Annual Report and the Auditors' Report together with the Consolidated Financial Statement and Consolidated Auditors' Report.
9. Resolutions concerning:
 - a. the adoption of the income statement and balance sheet together with the consolidated income statement and consolidated balance sheet,
 - b. the appropriation of the company's profit on the basis of the balance sheet adopted,
 - c. discharge to the members of the Board and the CEO for their activities during the financial year, and
 - d. the record dates, if the AGM approves the profit distribution proposal.
10. Determination of the number of members of the Board and deputy Board members.
11. Approval of the Board of Directors' and the auditor's remuneration.
12. Election of Chairman and members of the Board.
13. Election of auditors.
14. Approval of policies for remuneration and terms of employment for the members of the senior management.
15. Approval of remuneration report.
16. Approval of policies regarding the composition of the Nominating Committee.
17. Resolution to authorise the Board of Directors to buy back and transfer shares of the company.
18. Resolution to authorise the Board of Directors to resolve on new share issues.
19. Other business.
20. Closing of the meeting.

Proposals

Election of a Chairman for the Meeting (item 2)

The Nominating Committee, consisting of Chairman Peter Hofvenstam (Nordstjernan AB), Stefan Nilsson (Pensionskassan SHB Försäkringsförening), Magnus Swärdh, (Backahill Inter AB) and Bob Persson (AB Persson Invest), proposes Bob Persson as Chairman of the AGM.

Resolution regarding appropriation of the company's profit according to the adopted balance sheet (item 9)

The Board proposes that the AGM declare a dividend of SEK 3.52 per share, divided into four payments of SEK 0,88 per share on each date. The proposed record dates are 7 April 2022, 7 July 2022, 7 October 2022 and 9 January 2023. If the AGM approves the proposed dividend, payments will be made through Euroclear Sweden AB on 12 April 2022, 12 July 2022, 12 October 2022 and 12 January 2023.

Election of members of the Board of Directors, auditors, remuneration, etc. (items 10-13)

The Nominating Committee proposes;

- to appoint six regular Board members with no deputies,
- to re-elect existing board members, Bob Persson, Ragnhild Backman, Anders Nelson, Tobias Lönnevall and Peter Strand. The Nomination Committee proposes the election of Erika Olsén to replace Eva Nygren, who declined re-election.
- to re-elect Bob Persson as Chairman of the Board,
- that Director's fees be paid to the Board of Directors in a total amount of SEK 1,400,000:
 - SEK 400,000 to the Chairman of the Board, and
 - SEK 200,000 to each non-executive Board member,
- as for auditor in, accordance with the audit committee's recommendation, re-elect Deloitte AB. Deloitte has informed that authorised auditor Richard Peters will be responsible auditor, and
- to remunerate the auditors on the basis of approved invoices.

Erika Olsén was born in 1976 and holds a MSc in Real Estate and Economics from the Royal Institute of Technology in Stockholm. Erika is the Head of Investments, CIO, of Areims Nordic Investment team and is a member of the Investment Committee. She has worked in the real estate industry since 2000 and has been active in the Nordic transaction market since the beginning of her career. Previous to Areim she was CIO at Castellum, one of the largest listed property companies in the Nordics. She has also been a partner at Tenzing AB a Swedish real estate advisory company. Prior to that she worked at JLL Cross Boarder Team in London. Erika is a board member of Genova AB and Magnolia AB. Erika is independent of the company and its owners.

Resolution regarding principles for remuneration and other terms of employment for Senior management (item 14)

The Board of Directors proposes following guidelines for remuneration of Senior management. Senior management includes the CEO and other members of Executive management.

Remuneration and benefits to the CEO are decided by the company's Board of Directors. Remuneration to other senior executives is decided by the CEO in consultation with the company's Board of Directors. Variable incentive compensation plans may exist for the company's Senior executives will depend on the extent to which pre-established goals have been met within the framework of the company's operations. No share-based compensation occurs. Variable compensation is capped at three month's salary. The CEO is entitled to a company car, apartment and insurance and retirement benefits in accordance with the ITP scheme applicable during the period of employment. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for the CEO is 65 years. The period of notice given by the company to the CEO is 12 months. The period of notice given by the CEO to the company is 4 months. Remuneration during a period of notice is deducted from income from another employer. Other senior executives are entitled to a company car. During the period of employment with the company, other executives are entitled to insurance and pension benefits in accordance with the ITP scheme applicable at the time. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for other senior

executives is 65 years. The contracts of other members of Group management are terminable by either party on three to six months' notice.

Presentation and approval of remuneration report (item 15)

The Board of Directors has prepared a remuneration report on paid and outstanding remuneration that is covered by the company's remuneration guidelines in accordance with the Remuneration Rules of the Swedish Companies Act and Swedish Corporate Governance Board's remuneration rules. The Board proposes that the AGM approves the remuneration report. More information and the remuneration report in its entirety can be found on the company's website, www.dios.se.

Resolution regarding approval of policies regarding the composition of the Nominating Committee (item 16)

The Nominating Committee proposes that a new Nominating Committee for the 2023 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 consist the Chairman of the Board and one representative of each of the four largest shareholders of Diös based on the last known shareholdings at 31 August 2022.

Resolution to authorize the Board of Directors to buy back and transfer shares of the company (item 17)

The Board of Directors proposes that the Meeting authorise the Board, for a period ending no later than at the next AGM, to on one or more occasions buy back shares in the company and transfer the company's shares to other parties. Share buybacks are subject to a limit of 10 per cent of the total number of shares outstanding at any time. Acquisitions may be effected on the Nasdaq Exchange Stockholm at a price per share that is within the registered span of share prices at the particular time. All of the treasury shares held by the company at the time of the Board of Directors' decision may be transferred. The shares may be transferred either on Nasdaq Stockholm or in another manner, disapplication of the pre-emption rights of existing shareholders, at a price per share that is within the registered spread of share prices at the particular time. Payment for transferred shares may take the form of in cash, in kind or by offset of a claim on the company or in another manner subject to terms and conditions. The purpose of the authorisations described above is to ensure that the company is able to continually adapt its capital requirements and thereby increase shareholder value, and to ensure that the company is able to transfer shares as payment for or to fund any future property or corporate acquisitions.

Resolution to authorize the Board of Directors to resolve on new share issues (item 18)

The Board of Directors proposes that the AGM resolve to authorise the Board during the period up to the next AGM, to decide, on one or several occasions, to issue new shares with or without pre-emption rights for existing share-holders. The number of shares issued under the authorization may not exceed ten (10) percent of the company's share capital at the time of the Board's first decision to issue new shares under the authorisation.

Payment for new shares may be made in the form of a cash or non-cash consideration or in lieu of debt. New shares may be subscribed for in disapplication of the pre-emption rights of existing shareholders. Existing shareholders' pre-emption rights may be disappplied for the purposes to enable property or corporate acquisitions in which payment is made in the form of shares of the company or, alternatively, to capitalise the company prior to such acquisitions. The issuance of shares under the authorisation must be made on market terms.

More information

Annual report, auditor's report, remuneration report and complete proposals together with statements according to the Swedish Companies Act, including the auditor's statement, proxy forms and advanced voting form will be available at the head office no later than three weeks before the AGM and can be distributed to shareholders on request. All documents will also be available on our website, www.dios.se.

Number of shares and votes

At the time of this notice the total number of shares and votes in the company amounts to 141,785,165. The company currently holds 354,218 treasury shares.

Shareholders right to request information

The shareholders have the right request information from the Board of Directors or the CEO regarding the financial situation and items on the AGM agenda. The Board of Directors or the CEO shall disclose such information if the Board is of the opinion that it can occur without any significant damage to the Company. Requests for such information must be submitted in writing to Diös no later than ten days before the AGM i.e. no later than 25 March 2022, to Diös Fastigheter AB, "AGM 2022", Box 188, SE-831 22 Östersund or by e-mail to osa@dios.se.

Processing of personal data

For information on how your personal data is processed, please see: <https://www.dios.se/English/gdpr/> and www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf

Östersund March 2022

**Diös Fastigheter AB (publ)
The Board of Directors**

Voting instructions Diös AGM, 5 April 2022

APPENDIX 2

| Fråga | 2. | 3. | 4. | 5. | 6. | 8. | 9. a) | 9. b) | 9. c) | 9. d) | 10. | 11. | 12. | 13. | 14. | 15. | 17. | 18. |
|---|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|
| Shares where votes have been cast | 69 159 202 | 69 159 202 | 69 159 202 | 69 159 202 | 69 159 202 | 69 578 933 | 84 200 878 | 84 283 605 | 84 200 878 | 84 283 605 | 84 283 605 | 84 283 605 | 84 191 572 | 84 283 605 | 84 283 605 | 83 732 598 | 84 206 159 | 84 283 605 |
| Part of the total amount of shares the given shares represent | 48,8% | 48,8% | 48,8% | 48,8% | 48,8% | 49,1% | 59,4% | 59,4% | 59,4% | 59,4% | 59,4% | 59,4% | 59,4% | 59,4% | 59,4% | 59,1% | 59,4% | 59,4% |
| For | 69 159 202 | 69 159 202 | 69 159 202 | 69 159 202 | 69 159 202 | 100,0% | 100,0% | 100,0% | 100,0% | 100,0% | 100,0% | 99,9% | 99,9% | 99,9% | 99,9% | 96,9% | 99,0% | 99,3% |
| For % of given votes | 100,0% | 100,0% | 100,0% | 100,0% | 100,0% | 100,0% | 100,0% | 100,0% | 100,0% | 100,0% | 100,0% | 99,9% | 99,9% | 99,9% | 99,9% | 96,2% | 99,9% | 99,3% |
| For % present shares | 82,1% | 82,1% | 82,1% | 82,1% | 82,1% | 82,6% | 99,9% | 100,0% | 99,9% | 100,0% | 100,0% | 99,9% | 99,9% | 99,9% | 96,4% | 96,9% | 96,9% | 96,9% |
| Against | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 32 785 | 0 | 77 446 | 102 324 | 6 307 574 | 95 915 | 3 066 239 | 2 610 997 | 18 166 | 608 800 |
| Against % of given votes | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,1% | 0,1% | 7,5% | 0,1% | 3,6% | 3,1% | 1,0% | 0,7% |
| Against % present shares | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,1% | 0,1% | 7,5% | 0,1% | 3,6% | 3,1% | 1,0% | 0,7% |
| Table | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Table % of given votes | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% |
| Table % total shares | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% | 0,0% |
| Not voted | 15 124 403 | 15 124 403 | 15 124 403 | 15 124 403 | 15 124 403 | 14 704 672 | 82 727 | 0 | 82 727 | 0 | 0 | 0 | 92 033 | 0 | 0 | 551 007 | 77 446 | 0 |
| Not voted % present shares | 17,9% | 17,9% | 17,9% | 17,9% | 17,9% | 17,4% | 0,1% | 0,0% | 0,1% | 0,0% | 0,0% | 0,0% | 0,1% | 0,0% | 0,0% | 0,7% | 0,1% | 0,0% |

This is an unofficial translation of the Swedish original version. In the event of any discrepancies between the English and the Swedish text the Swedish text shall prevail. Signature on Swedish original.

APPENDIX 3

VALID ELECTORAL REGISTER

In the minutes from the Annual General Meeting (“AGM”) Appendix 3 “Valid electoral register” is left out referring to the Swedish Corporate Governance Code.

PROPOSAL OF THE BOARD OF DIRECTORS FOR ALLOCATION OF PROFIT

PROPOSED ALLOCATION OF PROFIT

The Board of Directors and the Chief Executive Officer propose that the available profits of SEK 2,906,966,071 be distributed as follows:

| | |
|---|-----------------|
| A dividend of SEK 3,52 per share be paid to shareholders (3,52 x 141,430,947) | SEK 497,836,933 |
|---|-----------------|

| | |
|-----------------|-------------------|
| Carried forward | SEK 2,409,129,138 |
|-----------------|-------------------|

The Board proposes that the AGM declare a dividend of SEK 3.52 per share, divided into four payments of SEK 0,88 per share on each date. The proposed record dates are 7 April 2022, 7 July 2022, 7 October 2022 and 9 January 2023. The payments will be made through Euroclear Sweden AB on 12 April 2022, 12 July 2022, 12 October 2022 and 12 January 2023.

FEES TO THE BOARD OF DIRECTORS AND AUDITORS

The Nominating Committee, consisting of the following representatives with indication of which owner they represent,

Peter Hofvenstam, Chairman of the Nominating Committee (Nordstjernan AB)

Stefan Nilsson (Pensionskassan SHB Försäkringsförening)

Bob Persson (AB Persson Invest)

Magnus Swärdh (Backahill Inter AB),

proposes the following:

ITEM 11 – FEES TO THE BOARD OF DIRECTORS AND AUDITORS

That the remuneration to the Board of Directors totals SEK 1,400,000, of which SEK 400,000 is paid to the Chairman of the Board and SEK 200,000 to each of the other members.

The proposed fee to the auditors is paid according to approved invoice.

POLICIES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT FOR MANAGEMENT

Senior management includes the CEO and other members of Executive management. The Board of Directors proposes following guidelines for remuneration of Senior management:

Remuneration and benefits to the CEO are decided by the company's Board of Directors. Remuneration to other senior executives is decided by the CEO in consultation with the company's Board of Directors. Variable incentive compensation plans may exist for the company's Senior executives will depend on the extent to which pre-established goals have been met within the framework of the company's operations. No share-based compensation occurs. Variable compensation is capped at three month's salaries.

The CEO is entitled to a company car, apartment and insurance and retirement benefits in accordance with the ITP scheme applicable during the period of employment. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for the CEO is 65 years. The period of notice given by the company to the CEO is 12 months. The period of notice given by the CEO to the company is 4 months. Remuneration during a period of notice is deducted from income from another employer.

Other senior executives are entitled to a company car. During the period of employment with the company, other executives are entitled to insurance and pension benefits in accordance with the ITP scheme applicable at the time. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for other senior executives is 65 years. The contracts of other members of Group management are terminable by either party on three to six months' notice.

Diös has a profit-sharing foundation for all its employees. Provision to the profit-sharing foundation is based on a combination of the profit, return on equity and dividend and is capped at SEK 30,000 per year per employee.

REMUNERATION REPORT 2021

INTRODUCTION

This report describes how the guidelines on the Remuneration of Senior Management of Diös Fastigheter AB (publ), adopted at the 2021 Annual General Meeting, were applied in 2021. The report also contains information on the remuneration of the Chief Executive Officer. The report has been prepared in accordance with the Companies Act and the Swedish Corporate Governance Board's *Rules on Remuneration of the Board and Executive Management and on Incentive Programmes*.

Further information on remuneration of senior management is available in Note 5 (Employees, Staff costs and Directors' fees) on pages 91-92 of the 2021 Annual Report. Information about the work of the Remuneration Committee during 2021 is available in the Corporate Governance Report on pages 61-70 of the 2021 Annual Report.

Fees for the Board of Directors are not included in this report. Such fees are resolved upon annually by the Annual General Meeting and are reported in Note 5 on page 91-92 of the 2021 Annual Report.

DEVELOPMENTS IN 2021

A summary of the company's overall results and progress is presented on page 73 of the 2021 Annual Report.

COMPANY REMUNERATION GUIDELINES: AREAS OF APPLICATION, PURPOSE AND EXCEPTIONS

Recruitment and retention of qualified employees is a prerequisite for the successful implementation of the company's business strategy and the protection of its long-term interests, including its sustainability efforts. For this, the company needs to be able to provide competitive remuneration. The company's remuneration guidelines allow senior management to be offered a competitive total remuneration package. According to the remuneration guidelines, remuneration of senior management should be market-based and consist of the following elements: fixed cash salary, variable cash remuneration, pension benefits and other benefits. An incentive programme has been in place since 2012 allowing variable remuneration for the CEO and senior management. There is no share-related remuneration. The variable remuneration for the CEO and senior management must not exceed three month's salaries.

Guidelines are available on page 92 of the 2021 Annual Report. In 2021 the company has adhered to the remuneration guidelines adopted by the General Meeting of Shareholders. There have been no deviations from the guidelines and no exceptions have been made to the decision-making process that, according to the guidelines, must be followed for the setting of remuneration. The auditor's report on the company's compliance with the guidelines will be available at <https://investors.dios.se/English/corporate-governance/annual-general-meeting/default.aspx> no later than three weeks before the 2022 Annual General Meeting. No repayment of remuneration of senior management has been required from the company.

*This is an unofficial translation of the Swedish original version. In the event of any discrepancies between the English and the Swedish text the Swedish text shall prevail.
Signature on Swedish original.*

APPENDIX 7

REMUNERATION OF THE CHIEF EXECUTIVE OFFICER

Table 1 - Total remuneration of the Chief Executive Officer (CEO) in 2021 (KSEK)*

| Name of senior executive (Position) | Fixed remuneration | | Variable remuneration | | Extraordinary items | Pension benefits | Total remuneration | Proportion of fixed vs variable remuneration**** |
|--|--------------------|--------------------|-----------------------|-----------|---------------------|------------------|--------------------|--|
| | Basic salary** | Other benefits *** | Annual | Long-term | | | | |
| Knut Rost (CEO) | 4 178 | 427 | | 0 | 0 | 1 104 | 5 709 | 100/0 |

* With the exception of Long-term variable remuneration, the table reports on remuneration pertaining to 2021. Long-term variable remuneration is reported to the extent that it vested in 2021. This applies regardless of whether disbursements were made in the same year or not.

** Includes holiday pay of 77 KSEK

*** Housing allowance, car and fuel allowance and medical insurance

**** Pension expenses (column A) which fully pertain to Basic salary and defined contributions, has been entirely reported as fixed remuneration

COMPARATIVE INFORMATION REGARDING CHANGES IN REMUNERATION AND THE RESULTS OF THE COMPANY

Table 2 - Changes in remuneration and the results of the company during the last five reported financial years (VR) (KSEK)

| | RR 2021 | 2021 vs 2020 | 2020 vs 2019 | 2019 vs 2018 | 2018 vs 2017 | 2017 vs 2016 |
|---|-----------|----------------|---------------|----------------|----------------|------------------|
| Remuneration of the Chief Executive Officer | 5 709 | 341 (6,3%) | 378 (7,6%) | 933 (23,0%) | 310 (8,3%) | 417 (12,5%) |
| Company's income from property management results | 1 029 549 | +72 205 (7,5%) | +5,716 (0,6%) | +58,668 (6,6%) | +72,061 (8,8%) | +282,087 (52,4%) |
| Average remuneration based on the number of full-time equivalent employees* in the parent company | 528 | +26 (5%) | +2 (-0%) | +26 (5%) | +8 (2%) | +55 (13%) |

* Excluding members of the Company Management Team

PRINCIPLES FOR APPOINTMENT OF THE NOMINATION COMMITTEE

The Nominating Committee proposes that the following principles apply for the appointment of a Nominating Committee for the 2023 Annual General Meeting.

The Nominating Committee's duty shall be to present proposals on the following matters to be submitted for resolution by the AGM:

1. Proposed chairman for the Meeting
2. Proposed Board members
3. Proposed Chairman of the Board
4. Proposed fees to the Board of Directors and the auditor.
5. Proposed auditor
6. Proposed procedure for appointment of the Nominating Committee for the AGM.

The Nominating Committee shall be appointed annually and consist of the Chairman of the Board and one representative of each of the four largest shareholders of Diös Fastigheter AB. The Nominating Committee shall be convened by the Chairman of the Board. The Nominating Committee shall appoint a chairman from among its members, who may not be a member of the Board of Directors. The Managing Director and other members of the management team may not sit on the Nominating Committee.

The names of the persons who will form the Nominating Committee shall be published no later than six months before the AGM each year on the website of Diös Fastigheter AB. If a Committee member steps down from the Nominating Committee before its work has been concluded this member shall be replaced by a representative of the shareholder whose representative has stepped down. If this shareholder is no longer one of the four largest shareholders any new shareholder among the four largest shareholders shall be offered a place on the Nominating Committee.

If the application of the above principles results in a Nominating Committee consisting of less than three members a representative of the Swedish Shareholders' Association shall be offered a seat on the Committee.

The Nominating Committee's proposals are consistent with the resolutions adopted at the AGM 2006 - 2021, and were thus applied prior to the 2022 AGM.

RESOLUTIONS TO AUTHORISE THE BOARD OF DIRECTORS TO BUY BACK AND TRANSFER SHARES OF THE COMPANY

A. The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to buy back shares of the company subject to the following terms and conditions:

1. Shares may be purchased on the Stockholm Stock Exchange.
2. Purchases may be made on one or several occasions during the period until the next Annual General Meeting.
3. The number of shares repurchased may not exceed a number that would cause the Group's total holding of shares after the share buybacks to exceed ten (10) per cent of all shares of the company.
4. Shares may be purchased at a price per share which is within the registered spread at the time of purchase.
5. Repurchased shares of the company must be paid for in cash.

B. The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to transfer shares of the company subject to the following terms and conditions

1. Shares may be transferred on the Stockholm Stock Exchange or in another manner with deviation from the pre-emption rights of existing shareholders.
2. Transfers of treasury shares may be made on one or several occasions during the period until the next Annual General Meeting.
3. A transfer of shares may comprise all shares of the company held at the time of the Board's resolution.
4. Transfers of shares on the Stockholm Stock Exchange must be made at a price per share that is within the spread registered at the time of transfer. Where shares are transferred in another manner the transfer shall be made at an estimated market value.
5. Payment for transferred shares must be made in cash, in kind or by offset of a claim on the company or in another manner subject to terms and conditions.

The purpose of the authorisations described in A and B above is to ensure that the company is able to continually adapt its capital requirements and thereby increase shareholder value, and to ensure that the company is able to transfer shares as payment for or to fund any future property or corporate acquisitions, through payment with shares of the company.

RESOLUTIONS TO AUTHORISE THE BOARD OF DIRECTORS TO ACQUIRE AND TRANSFER SHARES OF THE COMPANY, CONTD.

The statement of the Board of Directors pursuant to chapter 19, section 22 of the Swedish Companies Act (2005:551).

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to acquire shares up to a maximum of ten (10) per cent of all outstanding shares of the company during the period until the next AGM. The company currently holds 354,218 treasury shares. The total number of issued shares is 141,785,165.

Based on the grounds described in the Board's statement pursuant to Chapter 18 Section 4 of the Companies Act concerning the proposed dividend, the Board considers that the proposed authorisation is justifiable with regard to the parameters specified in Chapter 17 Section 3 paragraphs two and three of the Companies Act (the precautionary principle).

Consequently, the Board is of the opinion that the proposed authorisation is justifiable with regard to:

1. the requirements imposed by the nature, scope and risks of the business (company and Group) on the size of equity, and
2. the company's and Group's consolidation requirements, liquidity and general position.

The Board also takes into consideration that it is incumbent on the Board, in the event that such authorisation is used, to present a new reasoned opinion on whether the share buyback effected in such circumstances is defensible in view of what is stated in Chapter 17, Section 3, paragraphs 2 and 3 of the Companies Act.

The financial instruments in the Group have been measured at fair value in accordance with Chapter 4, Section 14a of the Swedish Annual Accounts Act. Amounts relating to unrealised gains and losses on financial instruments in the consolidated income statement for 2021 were SEK 36 million and has affected the equity in the Group balance sheet with the same amount. Unrealised gains and losses for properties have been recognised in the income statement and amounts to SEK 1.790 million for 2021.

The proposal of the Board of Directors described in the present Item requires the approval of a majority of at least two thirds of both the votes cast and the shares represented at the AGM.

RESOLUTION TO AUTHORISE THE BOARD OF DIRECTORS TO RESOLVE ON NEW SHARE ISSUES

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board as follows:

1. The Board is authorised to decide to issue new shares with or without deviation from pre-emption rights for existing shareholders on one or several occasions during the period up to the next Annual General Meeting.
2. The number of shares issued under the authorisation may not exceed ten (10) percent of the company's share capital at the time of the Board's first decision to issue new shares under the authorisation.
3. Payment for new shares may be made in the form of a cash or non-cash consideration or in lieu of debt.
4. New shares may be subscribed to with deviation from the pre-emption rights of existing shareholders. Existing shareholders' pre-emption rights may be deviated from for the purposes specified in Section 5 below.
5. The purpose of the authorisation is to enable property or corporate acquisitions in which payment is made in the form of shares of the company or, alternatively, to capitalise the company prior to such acquisitions. The issuance of shares under the authorisation must be made on market terms.
6. The Board of Directors, or a person appointed by the Board of Directors, shall have the right to make minor adjustments to the decision on authorisation that may prove to be necessary when registering with the Swedish Companies Registration Office.

The proposal of the Board of Directors described in the present Item requires the approval of a majority of at least two thirds of both the votes cast and the shares represented at the AGM.