

Corporate Governance Report

For Eastnine AB (publ) (the Company) corporate governance involves the way in which the Company works and is organised for the purposes of safeguarding all the shareholders' interests and achieving the Company's objectives.

Applicable regulatory frameworks

Corporate governance at Eastnine is based on both external and internal regulations. The external regulations are the Companies Act, Nasdaq Stockholm's Rulebook for Issuers, the Swedish Code of Corporate Governance (the Code), as well as other applicable Swedish and foreign legislation and provisions. The Company's internal rules include the articles of association, rules and guidelines for corporate governance, the board's rules of procedures, instructions to the CEO and the policy documents adopted by the Company. The Company follows the Code.

The purpose and nature of the Company

Eastnine is a Swedish public limited company, established and listed in 2007, which invests in modern and sustainable office properties in prime locations on selected markets in the Baltics and in Poland. Eastnine's head office is located in Stockholm, with country offices and employees in Riga and Vilnius. Customers are mainly large and stable international tenants.

For some years, the Company has been working toward streamlining its portfolio so that it only comprises real estate. This work was completed in 2023 as the final remaining holding, MFG, was divested. Since August 2023, Eastnine is a pure real estate company, and is set to grow its portfolio of office properties with a focus on increased profitability.

The share and shareholders

Eastnine's share capital amounted at year-end to EUR 3,660k (3,660). The number of ordinary shares issued amounted to 22,370,261, corresponding to a quotient value of EUR 0.1636 per share. Repurchased shares, numbering 139,253 in total, have no participation in Eastnine's assets or earnings, nor do they give the right to vote. All other shares,

numbering 22,231,008, confer one vote and an equal share in the Company's assets and profits. At the end of 2023, Peter Elam Håkansson held, directly and indirectly, 26.2 per cent of the total number of issued shares, Bonnier Fastigheter Invest held 17.4 per cent, and Arbona held 10.2 per cent. There were no other owners holding 10.0 per cent or more in the Company.

Annual General Meeting

The Annual General Meeting (AGM) is the Company's highest decision-making body and the occasion for shareholders to exercise their influence. The AGM is to be held no later than six months after the end of the financial year. All shareholders who are registered in the shareholders' register and who have announced their attendance in time are entitled to attend the AGM. Shareholders can vote according to the total number of shares that they own and may be accompanied by a maximum of two assistants. One share confers one vote. Shareholders may choose to be represented by a proxy. Shareholders are entitled to have issues discussed at the meeting provided that these have been properly notified to the Company in ample time before the publication of the notice of the AGM. Notice of the AGM is distributed by the Board in accordance with the Companies Act. Notice of the AGM, or alternatively any Extraordinary General Meeting (EGM) where the articles of association are to be changed, is to be distributed at the earliest six weeks in advance, and at the latest four weeks in advance. Notice of any other EGM is to be distributed at the earliest six weeks in advance and at the latest two weeks in advance. Notice of the AGM is to be published in the Swedish Official Gazette and on the Company's web site. At the time of notice, information about the published notice will also be advertised in Svenska Dagbladet. The AGM is an important channel for

communicating with shareholders. Barring any circumstances preventing this, the Board and the Company's management attend the general meeting to answer questions from shareholders. The Annual General Meeting considers, inter alia, questions relating to:

- Election of Board members and Chairman of the Board.
- When applicable, election of the auditor.
- Determination of the dividend.
- Adoption of the income statement and balance sheet.
- Guidelines for remuneration to executive management.
- Discharge from liability of the members of the Board and the CEO.

The 2023 Annual General Meeting

The 2023 AGM was held on 3 May at IVA Conference Centre, Grev Turegatan 16, in Stockholm. 42 shareholders were represented at the Annual General Meeting, corresponding to 61.4 per cent of the votes in the Company (excluding treasury shares held by the Company). The AGM 2023 approved, among others:

- Adoption of the financial statements of the 2022 financial year.
- Discharge from liability of executive management and the Board.
- A dividend of SEK 3.40 per share, paid in four instalments of SEK 0.85 per share.
- That there shall be six Board members.
- Re-election of Board members and the Chairman, and the election of Hanna Loikkanen as new Board member.
- Remuneration to the Board.
- Re-election of the auditor.
- Remuneration report.

- Mandate of the Board to decide on the acquisition and transfer of shares in treasury, in accordance with the proposal presented to the AGM.
- Mandate of the Board to decide on a share issue.

All documents from the AGM, including the minutes, are available on www.eastnine.com.

The 2024 Annual General Meeting

The AGM for Eastnine AB will take place on Thursday, 25 April 2024 at 15.00 at IVA Conference Centre on Grev Turegatan 16 in Stockholm. For more information, refer to pg. 130. The full notice is published on www.eastnine.com.

The Nomination Committee

The task of the Nomination Committee is to evaluate the Board and its work before the AGM, to prepare and present proposals to the meeting regarding the chairman of the meeting, chairman of the Board and the members of the Board, and to propose an auditor when appropriate. The Nomination Committee shall, in its proposal for Board, have taken into consideration the diverseness and breadth of the proposed member's competencies and experience, in relation to the Company's character, and shall also strive for an equal gender representation. The committee also proposes board remuneration, any remuneration to sub-committees and fees to the Company's auditor, as well as proposing a process to appoint a Nomination Committee for the next AGM. The interests of all shareholders shall be taken into consideration, and all shareholders have the opportunity to present suggestions to the Nomination Committee.

Work in the Nomination Committee during 2023/2024

According to the decision of the AGM on 15 May 2017, Eastnine shall have a Nomination Committee consisting of at least three and no more than four members, a maximum of three of whom shall be appointed by the three largest (based on voting rights) shareholders (or ownership groups) in the Company who wish to appoint a representative. The other member consisted of the Company's Chairman of the Board. Up until the 2023 AGM, the Nomination Committee held five minuted meetings. The composition of the Nomination Committee for the 2024 AGM was published in a press release and on the Company's website on

For the 2024 AGM, the Nomination Committee has consisted of:

- Liselotte Hjorth, as the Chairman of Eastnine's Board.
- Karine Hirn, representing Peter Elam Håkansson and East Capital Holding (the Chairman of the Nomination Committee).
- Erik Haegerstrand, representing Bonnier Fastigheter Invest.
- Martin Zetterström, representing Arbona.

28 September 2023. No remuneration has been paid to the members of the Nomination Committee. The shareholders have been given the opportunity to present suggestions to the committee. The Nomination Committee's proposal to the AGM will be included in the notice to the AGM and be available on www.eastnine.com ahead of the AGM.

External auditors

At the 2023 AGM, the registered public accounting firm KPMG was appointed, with Peter Dahllöf (born 1972) as auditor in charge, for the period up until the end of the AGM 2024. Peter Dahllöf is an Authorised Public Accountant and partner in KPMG, and is also active in KPMG's international real estate network. Peter has been the auditor in charge for Eastnine AB since 2018. Peter Dahllöf's other audit assignments include: Annehem, Areim, Hemsö, Ikano Bostad, K2A, and NP3.

Auditor fees

The Company's auditors have received fees for auditing, other prescribed review, as well as for advice in respect to observations made during auditing and review. During the 2023 financial year, the total audit fee amounted to EUR 248k (213), of which EUR 235k (213) was for KPMG.

Communication with the Company's auditors

The Board maintains a regular contact with the auditors. The auditors attend those board meetings in which the annual reports are considered, and normally also when the Board will consider interim reports which have been reviewed by the auditors. The auditors then present their observations from the audit of the year-end report and the interim report covering January–September, and also present their assessment of the Company's internal control. The Board meets with the auditor in

charge once annually without the presence of executive management, at which time the auditor reports on their observations to the Board.

The Board of Eastnine

The composition of the Board

According to the articles of association the Board shall consist of three to six members without deputies. The Board members are appointed by the AGM for the period up until the next AGM. At the 2023 AGM, the Board members Liselotte Hjorth, Christian Hermelin, Peter Elam Håkansson, Ylva Sarby Westman, and Peter Wågström were re-elected, and Hanna Loikkanen was elected as new Board member. Liselotte Hjorth was re-elected Chairman of the Board. In the Nomination Committee's view, it is essential to strive for diversity on the Board and to always actively look for competent candidates among both women and men. Eastnine's Board consists to 50 per cent of women and 50 per cent of men. The members of the Board of Directors have, according to the Nomination Committee, been appointed due to their broad experience in real estate and finance, as well as their knowledge of international circumstances and varied geographical markets, not least markets in eastern Europe. The Nomination Committee has, when developing its proposal for a Board, considered the requirements placed on the Board's competencies, diversity, composition, and independence, taking into account the international nature of the Company's activities, governance, and control, and its strategy with a focus on real estate investments and property development in the Baltics and Poland.

For the 2024 AGM, the following Board has been proposed:

- Liselotte Hjorth, Chairman of the Board
- Christian Hermelin
- Peter Elam Håkansson
- Hanna Loikkanen
- Louise Richnau (new election)
- Ylva Sarby Westman

The Board's independence

According to applicable regulations, Liselotte Hjorth, Christian Hermelin, Hanna Loikkanen, Louise Richnau (proposed for election in 2024), Ylva Sarby Westman, Peter Wågström (declined re-election in 2024) are

considered independent in relation to the Company and its management, as well as in relation to the Company's major shareholders. Peter Elam Håkansson is considered independent in relation to the Company and its executive management, but not considered independent in relation to major shareholders as he is closely related to East Capital, which was a major shareholder in 2023 as defined in the Code. For more information about the Board, refer to pg. 106.

The Board's responsibility and duties

The Company's Board holds the overarching responsibility for the Company's strategy, internal control, risk management and long-term business focus. The Board is also responsible for other material concerns which, based on Eastnine's size and focus, is of extraordinary financial, legal or general character. The Board is responsible, inter alia, for the following points:

- Monitoring the activities carried out within Eastnine and its subsidiaries. Determining business plans, key policies and goals for Eastnine, and continually ensuring that they are followed, updated and revised when necessary.
- Determining the overall organisational structure and ensuring that the organisation is designed, and that the financial conditions are generally monitored in a satisfactory manner.
- Appointing and, if necessary, dismissing the CEO, as well as continually evaluating the CEO's performance in relation to the established short- and long-term goals.
- Recommending the guidelines for remuneration of the executive management to the Annual General Meeting, and determining the fixed and variable compensation to the management.
- Regularly monitoring and evaluating Eastnine's financial position and development, as well as discussing and deciding on questions relating to Eastnine's capital structure, including presenting proposals for shareholder dividends to the AGM.
- Approving acquisitions and divestment of holdings as well as any major additional investments or other significant agreements and commitments.
- Approving all financial reports before they are released.
- Adopting the budget for the next year.

The work of the Board is governed by the rules of procedure that have been adopted by the Company's Board. The Chairman of the Board,

Liselotte Hjorth, leads the work of the Board and maintains ongoing contact with the CEO and CFO for the purpose of monitoring the Company's activities. The Board has developed and approved the work instruction for the CEO as well as policy documents. The Company's CEO and CFO attended all board meetings in 2023 in order to report on their areas of responsibility. The Board shall meet for at least five ordinary meetings per year. Further meetings are held as necessary in order to discuss and decide on e.g. investments, financing, budgeting, and other strategic issues.

Board meetings and key topics

16 Board meetings were held in 2023, of which seven were ordinary meetings, one extraordinary, one meeting following the election, and seven per capsulam meetings. Areas of particular focus during the year have included:

- investment recommendations and divestments of non-essential holdings.
- Reporting from the executive management on operating activities.
- Financial reporting.
- Financing.
- Valuation.
- Sustainability issues.
- Strategic issues as well as the establishment of a new business plan with new financial, operational and sustainability targets.
- Long-term incentive programmes.
- Issues relating to internal risk and control.

The Board's governance of sustainability efforts

The Board holds the overarching responsibility for the governance of the Company's sustainability efforts. As part of the Board's annual oversight of the Company's strategy, the Board discusses and adopts proposals and updates to the Company's material topics. Monitoring of sustainability outcomes and target achievement is an integrated part of the Board's review of the Company's activities. The Company's Head of Sustainability provides the Board with an update at least once per quarter, and is in direct dialogue with the Chairman. In addition, the Board is offered at least one seminar annually relating to a specific area of sustainability. In 2023, this seminar was devoted to a discussion of AI and digitalisation in property management, including relevant sustainability aspects. The theme and focus of these training sessions are determined

by analysing the Board's current experience and future needs for knowledge in various sustainability areas. When properties are acquired, a review of climate-related risks takes place based on an ESG due diligence report, including e.g. physical climate risks in the geographical area in question as well as adjustment risks related to energy performance, emissions, and certification. In addition to this due diligence analysis, the Board regularly visits Eastnine's properties to give the Board members an opportunity to meet various stakeholders, such as tenants, employees in the Company, banks, industry experts, and public authorities. Insights from these activities are integrated into the strategic work of the Board. Internally, matters relating to gender equality, diversity and inclusivity are followed up, based partly on the findings and analysis obtained from the annual employee survey carried out in 2023 by Great Place to Work (GPTW), where it is possible to analyse answers based on gender. Any differences in well-being are monitored and discussed in the Board's Remuneration Committee. Overarching responsibility for governance of sustainability matters is delegated to the Company's CEO, while daily supervision and planning of initiatives and measures is delegated to the Company's Head of Sustainability.

Evaluation of the Board

The work of the Board is evaluated annually. The evaluation is used to improve the Board's work and as a basis for the Nomination Committee's evaluation of the composition of the Board. In the autumn of 2023, the Company's Board and management evaluated the work of the Board, including its work on sustainability. The evaluation was followed by a mutual summation to consider how the Board's potential can best be put to use, and to determine the issues that should be prioritised going forward. The Nomination Committee also interviewed the members of the Board and the executive management to create their own idea of how the Board operates.

Audit Committee

The duties of the Audit Committee is performed by the Board as a whole. The Board considers and monitors the financial statements as well as issues relating to audits and valuation. The Company's authorised public accountant from KPMG provided a general review of the year-end report 2022, the January - September 2023 interim report, and the 2022 annual accounts to the Board during the year.

An equivalent review of the 2023 year-end report took place during the first quarter of 2024.

Remuneration Committee

The Remuneration Committee's primary task is to prepare issues of remuneration for Board meetings, in accordance with the Swedish Code of corporate governance. Among other things, this involves preparing matters related to the guidelines for remuneration, proposed remuneration and other terms of employment for the executive management as well as following up and evaluating ongoing and completed programmes for variable remuneration for the executive management and other employees concerned. The committee shall also evaluate application of the guidelines for remuneration for the executive management, which are by law to be decided upon by the Annual General Meeting and applicable remuneration structures and remuneration levels in the Company. The Remuneration Committee, consisting in 2023 of Liselotte Hjorth (Chairman), Ylva Sarby Westman and Peter Elam Håkansson, have met on four occasions in 2023.

The executive management of Eastnine

The executive management consists of the CEO and CFO. The management is responsible for ensuring that the ongoing administration of operating activities is performed in line with the Board's guidelines and directions. Management is responsible for the internal controls that are necessary for the Board to supervise investment and property management activities. Management regularly reports to the Board on these matters. The management team has weekly meetings where issues relating to transactions, organisation, communication and earnings are discussed. Weekly meetings also take place between the management team and country managers.

CEO

The CEO is responsible for the day-to-day activities of the Company according to the instructions from the Board and other guidelines and policy documents. Together with the Chairman of the Board, the CEO prepares the agenda for board meetings and is responsible for the preparation of such data and information as is necessary for the Board's decision-making. In addition, the CEO ensures that the Board is continually informed by the internal management about Eastnine's

development and conditions in its markets, so that the Board can make well-informed decisions. In 2023, the Company's CEO, Kestutis Sasnauskas, has had four board appointments outside of the Company: as a board member of Melon Fashion Group (until 26 October 2023), Rytu Invest, YPO Service AB, and his own company Schkval AB. Of these, the latter three remain at year-end. As at 1 March 2024, the CEO holds, directly and indirectly, 1,000,187 shares in Eastnine, corresponding to 4.5 per cent of the number of shares issued in the Company. For more information about the CEO, please refer to pg. 107.

Remuneration

Remuneration to board members

On 3 May 2023 the AGM decided that remuneration to the Chairman of the Board should amount to SEK 800,000 (800,000) for the period up until the 2024 AGM. Other Board members shall receive an annual remuneration of SEK 400,000 each, for the same period.

Remuneration to the executive management

During the year, remuneration to the executive management consisted of fixed and variable salary as well as pension, insurance, and other benefits. The Board decides discretionary, based on established internal performance-based goals, whether variable salary shall be paid to the management. The decision is based on pre-determined and measurable criteria, including an evaluation of e.g. strategic and operational, activity-based goals. The targets are set and evaluated every year by the Board. Variable compensation to the CEO and CFO may at most amount to 50 per cent of their fixed compensation. The Company's management have individual premium-based pension plans. During 2023, the CEO and CFO were granted variable salary for the 2022 financial year corresponding to 42 per cent of their fixed annual pay.

In the beginning of 2024, the Board granted the CEO and CFO variable compensation corresponding to 50 per cent of fixed annual compensation for the 2023 financial year. In addition, the CEO was awarded an extraordinary bonus for his very professional execution of the sale of the holding in Melon Fashion Group in Russia. The Board has a mandate to deviate from the remuneration guidelines, as adopted by the AGM, in individual cases, if there are particular reasons to do so and a deviation is necessary to safeguard the Company's long-term interests and sustainability. The Board has considered the matter and decided to deviate

from the remuneration guidelines following a recommendation from the Remuneration Committee, as the CEO has applied inexhaustible commitment to successfully handle this very complex transaction, and thereby created long-term growth opportunities for Eastnine.

For more information about remuneration to the executive management, see note 5 on pgs. 76–79 and the guidelines for remuneration to executive management on pg. 54 in the Administration Report.

Share-related incentive programmes

On 31 December, Eastnine has two long-term incentive programmes: LTIP 2021 and LTIP 2022. The purpose of these programmes is to boost shareholder value and the Company's long-term value creation, by creating the conditions required to retain and recruit competent staff, increase motivation among the participants, and encourage employees' shareholding in the Company.

LTIP 2020

Eastnine's 2020 AGM decided to introduce a long-term incentive programme for employees of the Company (LTIP 2020). The term of the programme was just about three years. At the end of the programme, the combined fulfilment rate of the conditions was 59.1 per cent. The programme awarded shares in August 2023. In total, 23,262 shares were awarded.

LTIP 2021

The AGM 2021 approved the Board's proposal to introduce a long-term incentive programme (LTIP 2021). The incentive programme is divided in three categories: Category A (CEO), Category B (CFO, other management and key staff) and Category C (other employees). Participation required participants to hold shares in the Company equivalent in value to one twelfth of the participant's annual, fixed gross salary, by 1 April 2021. Each participant is thereafter granted rights to performance shares, which confer to the participant the right to receive shares in the Company, provided that certain performance preconditions are fulfilled. Performance shares are expected to be awarded to the employees within 45 days of publication of the interim report for January – June 2024. In total, 15 employees are part of the programme.

LTIP 2022

The AGM 2022 approved the Board's proposal to introduce a long-term incentive programme (LTIP 2022). The incentive programme is divided in three categories: Category A (CEO and CFO), Category B (country managers and other posts considered business-critical) and Category C (other employees). Participation required participants to hold shares in the Company equivalent in value to one twelfth of the participant's annual, fixed gross salary, by 1 May 2022. Each participant is thereafter granted rights to performance shares, which confer to the participant the right to receive shares in the Company, provided that certain performance preconditions are fulfilled. Performance shares are expected to be awarded to the employees within 45 days of publication of the interim report for January – June 2025. In total, 18 employees are part of the programme.

Full terms and conditions for the incentive programmes

For details as to the terms and performance conditions that are to be met in order to receive performance shares in accordance with each of these incentive programmes, please visit Eastnine's web site on www.eastnine.com.

Risk management and internal control

Risk management

Through its operations, Eastnine is exposed to various risks. Eastnine's activities consist of investing in modern and sustainable office properties with a considerable proportion of international tenants, in prime locations on selected markets in Latvia, Lithuania, and Poland. The properties are financed using bank loans from five different banks; in addition, capital market financing was used in the form of a bond, which was redeemed early in October 2023. The investment and financing strategy entails that Eastnine is primarily exposed to risks such as interest rate and credit risk, as well as rental and vacancy risks. These risks are reflected in value changes. Until August 2023, the Company had one other holding on the balance sheet, MFG, which was then divested, bringing in around EUR 144m. Risk management and follow-up is an important and integrated part of Eastnine's operations. The Company uses a number of different tools to continually identify, evaluate and limit risks. Risk management is handled by the Company's executive management in accordance with relevant policies that have been

established by the Board. Financial risks are primarily handled by the finance function in accordance with the Company's financial policy. More information on the Company's risk management can be found on pgs. 57–64 and in note 28 (Financial risks and risk management) on pgs. 90–91.

Internal control

Internal control at Eastnine is designed to manage risks associated with financial reporting and property management activities. It includes ensuring that the buying and selling of holdings is reliably reported, that holdings and properties are valued correctly and that information is conveyed to the market effectively and correctly.

The Board is responsible for monitoring investment and property management activities and ensuring, by means of defined reporting routines and relevant policies, that it has access to the necessary information. The Board evaluates the suitability of all policies each year, and any change of policy are to be approved by the Board. The Board maintains an effective control environment for investment activities and financial reporting by means of a clear delegation of responsibilities and authority to management and employees. The Board discusses on a continual basis issues relating to accounting, valuations and financial reporting. The Company's management continually monitors that policies, instructions and administrative agreements are followed.

Each year, the Board of Eastnine assesses whether the Company is in need of an internal auditing function. This would be an independent investigative function that performs ongoing review and presents reports to the Board and management with recommendations for improvements to internal control of the Company's activities, such as outsourced service functions and internal procedures, in order to maintain good governance and compliance with the Company's policies. In 2023, the Board decided that, because of its limited size and its adequate competencies in evaluating service functions and internal activities itself, Eastnine did not need an internal auditing function. Eastnine acts in accordance with generally accepted practice on the stock market and regularly carries out an assessment to ensure that the Company is in compliance with the listing agreement.



Interview with the Chairman of the Board

Focus on the divestment of the MFG holding

The sale of the holding in MFG was the task that took up most of the Board's time in 2023. There was also much energy invested in the development of a new business plan with a focus on profitable growth, shareholder returns, and a customer offering including a promise to try to give the tenants a competitive edge in their business.

The Board adopted a new business plan at the end of 2023, as the previous plan was then coming to an end. Are you satisfied with the year's goal fulfilment, and what are the most important changes in the new business plan?

Under the previous plan, among other things, Eastnine was to streamline its investments so that it comprised nothing but real estate, to achieve a competitive total return, and grow the property portfolio to EUR 700m. The Company managed, after much hard work, to meet the first two goals and would have, after the sale of MFG, also been able to fulfil the third. However, in a market characterised by falling property values, we chose instead to deepen the analysis so as to optimise returns. The new business plan comes with a much greater focus on returns and less focus on volume compared to the previous plan, or, equivalently, focus on quality over quantity. This is exemplified in how the goal is still that Eastnine shall grow, but with the addendum that it shall do so with a view to profitability. The new plan also features a greater customer focus than before. Eastnine promises to do its utmost to ensure that its tenants gain a competitive advantage from their premises. Regarding sustainability, Eastnine is declaring its ambition to be a leader and an example to follow, and to operate the entire business in line with the EU taxonomy.

Some parts of the Board's activities are recurring questions and follow e.g. the financial reporting calendar. What have you focused most on in 2023, beyond that?

By its very nature, the Board's work is strategic and long-term. Many of its tasks happen every year or several times per year. However, sometimes the centre of gravity shifts. In 2023, we have without a doubt dedicated most of our focus to the holding in Melon Fashion Group. This was a very unusual and complex transaction in an extraordinary market. The divestment generated considerable opportunity thanks to the liquidity that was provided. Therefore, during the second half of the year, the focus shifted again to how the capital could be invested in the best way. The result was that the bond was redeemed and, after that, property acquisitions top the agenda.

Looking ahead at the Board's duties in 2024, what do you see coming up and is there something you will be focusing on?

The Board works to develop the property portfolio from every angle: sustainability, customer relationships, and growth, and this naturally combined with improved profitability. We also wish to maintain our mark of quality as a company, with high results in the Great Place to Work employee survey, inGRESB, and in other important rankings. Finally, financing continued growth is a matter to which we will devote quite some time.



Chairman of the Board Liselotte Hjorth.

What external events and developments do you think will have the greatest impact on Eastnine in 2024, and in what way?

Our markets have, for many years, exhibited higher growth than most countries, and the forecast is that they will continue to do so for some years, after the exception that was 2023. The rate of inflation and its impact on interest rates are important to any real estate company, because investments are partially financed with debt. That capital markets function well and provide an alternative to bank financing is an important aspect, and it would be good to see an improvement on that front. Finally, it is possible that interesting new acquisition opportunities will turn up during the year as there are players on the market that are in difficult financial positions at the moment.

Board of Directors



Liselotte Hjorth (born 1957)
Chairman, elected 2014, as
Chairman since 2018

Education: BSc. Business Admin-
straion and Economics, Lund Uni-
versity.

Professional experience (selected):
Formerly deputy CEO and Group
Credit Officer, and Global Head of
Commercial Real Estate, SEB.

Board appointments¹: Chairman of
Niam Credit Advisory.

Shareholding¹: 14,000 incl. related
parties and companies.

**Independent in relation to the
Company and management:** Yes

**Independent in relation to
major shareholders:** Yes

**Annual remuneration,
SEK thousands:** 800

**Attendance at Board Meetings
2023:** 16 (16)



Christian Hermelin (born 1964)
Member of the Board since 2020

Education: BSc. Business Adminis-
tration from Umeå University.

Professional experience (selected):
Former CEO at Fabège and various
roles in Storheden, Wihlborgs and
Nacka Strand Förvaltning.

Board appointments¹: Board
member in Prior & Nilsson Fond-
och kapitalförvaltning.

Shareholding¹: 16,830 incl. related
parties and companies.

**Independent in relation to the
Company and management:** Yes

**Independent in relation to
major shareholders:** Yes

**Annual remuneration,
SEK thousands:** 400

**Attendance at Board Meetings
2023:** 16 (16)



Peter Elam Håkansson (born 1962)
Board member since 2014

Education: Msc. Economics,
Stockholm School of Economics,
and studies at EDHEC in Lille.

Professional experience (selected):
Founder and Chairman and CIO at
East Capital Group. Formerly Head
of Equities Nordics and Global Head
of Research at Enskilda Securities.

Board appointments¹: Chairman in
East Capital Holding and Board
appointments within the East Capital
Group. Chairman of the foundation
Svenska Musikskattens hus. Member
of Atlantic Grupa in Croatia, Bonnier
News Business, Cicero Fonder, Cicero
Holding, Garna Stockholm Holding,
LaSpa Group in Estonia, Nordic Bro-
ker Association and Royal Swedish
Academy of Engineering Sciences
(IVA), department of Economics.

Shareholding¹: 5,859,433 incl.
related parties and companies.

**Independent in relation to the
Company and management:** Yes

**Independent in relation to
major shareholders:** No

**Annual remuneration,
SEK thousands:** 400

**Attendance at Board Meetings
2023:** 16 (16)



Hanna Loikkanen (born 1969)
Board member since 2023

Education: Msc. in Business
Administration and Economics at
the Helsinki School of Economics.
International Economics Studies at
the University of New South Wales,
Sydney, Australia.

Professional experience (selected):
Investment manager at Finfund
since 2024. Senior positions at SEB,
Nordea, FIM Group, and East
Capital.

Board appointments¹: Board
member in VEF Ltd and Bank of
Georgia Group Plc.

Shareholding¹: None

**Independent in relation to the
Company and management:** Yes

**Independent in relation to
major shareholders:** Yes

**Annual remuneration,
SEK thousands:** 400

**Attendance at Board Meetings
2023:** 10 (10), elected in May 2023



Ylva Sarby Westman (born 1973)
Board member since 2020

Education: Master of Engineering,
Royal Institute of Technology in
Stockholm.

Professional experience (selected):
CEO at Neobo Fastigheter since
2022. Previously, deputy CEO/CFO
at Castellum, deputy CEO/CFO at
Kungsliden, and various positions
at NewSec Investment and NCC.

Board appointments¹: None.

Shareholding¹: 2,638 incl.
related parties and companies.

**Independent in relation to the
Company and management:** Yes

**Independent in relation to
major shareholders:** Yes

**Annual remuneration,
SEK thousands:** 400

**Attendance at Board Meetings
2023:** 16 (16)



Peter Wågström (born 1964)
Member of the Board since 2018

Education: Master of Engineering,
Royal Institute of Technology in
Stockholm.

Professional experience (selected):
Former CEO and group chief execu-
tive at NCC, Business Area Manager
at NCC Property Development and
NCC Housing.

Board appointments¹: Chairman of
Arlandastad Group, and Brunkeberg
Systems. Member of MVB Holding,
Tredje AP-fonden and the own com-
pany Arrecta.

Shareholdings¹: 10,000 incl. related
parties and companies.

**Independent in relation to the
Company and management:** Yes

**Independent in relation to
major shareholders:** Yes

**Annual remuneration,
SEK thousands:** 400

**Attendance at Board Meetings
2023:** 16 (16)

¹ 1 March 2024

Management



Kestutis Sasnauskas (born 1973)
CEO since 2017

Education: Studies in Economics at the Stockholm School of Economics, Vilnius University and Gotland University

Professional experience (selected): Formerly Chief Investment Officer Eastnine. Partner, co-founder and Head of Private Equity and Real Estate, East Capital.

Board appointments¹: Rytu Invest, YPO Service, and his own company Schkval.

Shareholdings¹: 1,000,187, incl. companies.



Britt-Marie Nyman (born 1965)
deputy CEO and CFO 2019

Education: Masters of Business Administration, Umeå University.

Professional experience (selected): Formerly Head of Capital Markets at Catella Corporate Finance; deputy CEO, Head of Finance and Investor Relations at Klövern; and Head of Communications and IR at Fastighets AB Tornet.

Board appointments¹: None.

Shareholdings¹: 26,966, incl. related parties.

¹ 1 March 2024

Eastnine is headquartered in the north tower of Kungstornen on Kungsgatan in Stockholm. This is where Eastnine's Group Management is located, as well as functions within accounting, investments, sustainability, finance and communication.



Auditor's Report

To the Annual General Meeting of Eastnine AB (publ) Corporate identity number 556693-7404

Report on the annual accounts and consolidated accounts

Opinions

We have audited the annual accounts and consolidated accounts of Eastnine AB (publ) for the year 2023, except for the corporate governance statement on pages 101–105. The annual accounts and consolidated accounts of the company are included on pages 51–95 and 101–105 in this document.

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act, and present fairly, in all material respects, the financial position of the parent company as of 31 December 2023 and its financial performance and cash flow for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2023 and their financial performance and cash flow for the year then ended in accordance with IFRS Accounting Standards, as adopted by the EU, and the Annual Accounts Act. Our opinions do not cover the corporate governance statement on pages 101–105. The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet for the parent company and the statement of comprehensive income and statement of financial position for the group.

Our opinions in this report on the the annual accounts and consolidated accounts are consistent with the content of the additional report that has been submitted to the parent company's Board of Directors in accordance with the Audit Regulation (537/2014) Article 11.

Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements. This includes that, based on the best of our knowledge and belief, no prohibited services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided to the audited company or, where applicable, its parent company or its controlled companies within the EU.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

Key Audit Matters

Key audit matters of the audit are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts and consolidated accounts of the current period. These matters were addressed in the context of our audit of, and in forming our opinion thereon, the annual accounts and consolidated accounts as a whole, but we do not provide a separate opinion on these matters.

Valuation of Investment Properties

See disclosure 10 including description of relevant accounting principles on pages 73, 81–82 in the annual account and consolidated accounts for detailed information and description of the matter.

Description of key audit matter

Investment properties are held at fair value in the group's financial statements. The carrying value of these properties is EUR 573.771k as per 31 December 2023. The fair value of Investment properties as per 31 December 2023 has been determined based on valuations carried out by independent appraisers. The external valuations are made through an individual judgement for each property of future earning capacity and market yield requirements. Change in valuation could occur either because of macro and microeconomic or property-specific reasons. The valuations are based on assessments and assumptions that can have a significant impact on the Group's earnings and financial position. The risk is that the carrying value of Investment properties could be over- or underestimated and that deviations would directly influence profit for the year.

Response in the audit

We have considered if the valuation methodology used is reasonable by comparing it to our experience of methods applied by other real estate companies and independent third party appraisers and which assumptions that are normal when valuing comparable objects.

We have assessed the competence and independence of third party appraisers used. We have tested the controls established by the group to ensure that input data provided to the independent third party appraisers are accurate and complete. We have, on a sample basis, tested individual valuations. When doing so, we made use of available current market data from external sources, especially for yields, discount rates, rents and vacancies used. We have checked the accuracy of disclosures on Investment properties given by the group in notes 10 in the annual account, especially concerning elements of judgement and applied key assumptions.

Other Information than the annual accounts and consolidated accounts

This document also contains other information than the annual accounts and consolidated accounts and is found on pages 1–50, 100 and 106–131. The other information comprises also of the remuneration report which we obtained prior to the date of this auditor's report. The Board of Directors and the Managing Director are responsible for this other information.

Our opinion on the annual accounts and consolidated accounts does not cover this other information and we do not express any form of assurance conclusion regarding this other information.

In connection with our audit of the annual accounts and consolidated accounts, our responsibility is to read the information identified above and consider whether the information is materially inconsistent with the annual accounts and consolidated accounts. In this procedure we also take into account our knowledge otherwise obtained in the audit and assess whether the information otherwise appears to be materially misstated.

If we, based on the work performed concerning this information, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and, concerning the consolidated accounts, in accordance with IFRS Accounting Standards as adopted by the EU. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts and consolidated accounts the Board of Directors and the Managing Director are responsible for the assessment of the company's and the group's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of

Directors and the Managing Director intend to liquidate the company, to cease operations, or has no realistic alternative but to do so.

Auditor's responsibility

Our objectives are to obtain reasonable assurance about whether the annual accounts and consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts and consolidated accounts.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the company's internal control relevant to our audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors and the Managing Director.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's, use of the going concern basis of accounting in preparing the annual accounts and consolidated accounts. We also

draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the company's and the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts and consolidated accounts or, if such disclosures are inadequate, to modify our opinion about the annual accounts and consolidated accounts. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company and a group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual accounts and consolidated accounts, including the disclosures, and whether the annual accounts and consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated accounts. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinions.

We must inform the Board of Directors of, among other matters, the planned scope and timing of the audit. We must also inform of significant audit findings during our audit, including any significant deficiencies in internal control that we identified.

We must also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, measures that have been taken to eliminate the threats or related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the annual accounts and consolidated accounts, including the most important assessed risks for material misstatement, and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes disclosure about the matter.

Report on other legal and regulatory requirements

Auditor's audit of the administration and the proposed appropriations of profit or loss

Opinions

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the administration of the Board of Directors and the Managing Director of Eastnine AB (publ) for the year 2023 and the proposed appropriations of the company's profit or loss.

We recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

Basis for Opinions

We conducted the audit in accordance with generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the parent company and the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company's and the group's type of operations, size and risks place on the size of the parent company's and the group's equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company's organisation and the administration of the company's affairs. This includes among other things continuous assessment of the company's and the group's financial situation and ensuring that the company's organisation is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner.

The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

Auditor's responsibility

Our objective concerning the audit of the administration, and thereby our opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

Our objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby our opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed

appropriations of the company's profit or loss are not in accordance with the Companies Act.

As part of an audit in accordance with generally accepted auditing standards in Sweden, we exercise professional judgment and maintain professional scepticism throughout the audit. The examination of the administration and the proposed appropriations of the company's profit or loss is based primarily on the audit of the accounts. Additional audit procedures performed are based on our professional judgment with starting point in risk and materiality. This means that we focus the examination on such actions, areas and relationships that are material for the operations and where deviations and violations would have particular importance for the company's situation. We examine and test decisions undertaken, support for decisions, actions taken and other circumstances that are relevant to our opinion concerning discharge from liability. As a basis for our opinion on the Board of Directors' proposed appropriations of the company's profit or loss we examined the Board of Directors' reasoned statement and a selection of supporting evidence in order to be able to assess whether the proposal is in accordance with the Companies Act.

The auditor's examination of the Esef report

Opinion

In addition to our audit of the annual accounts and consolidated accounts, we have also examined that the Board of Directors and the Managing Director have prepared the annual accounts and consolidated accounts in a format that enables uniform electronic reporting (the Esef report) pursuant to Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528) for Eastnine AB (publ) for year 2023.

Our examination and our opinion relate only to the statutory requirements.

In our opinion, the Esef report has been prepared in a format that, in all material respects, enables uniform electronic reporting.

Basis for opinion

We have performed the examination in accordance with FAR's recommendation RevR 18 Examination of the Esef report. Our responsibility under this recommendation is described in more detail in the Auditors' responsibility section. We are independent of Eastnine AB (publ) in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the Esef report in accordance with the Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), and for such internal control that the Board of Directors and the Managing Director determine is necessary to prepare the Esef report without material misstatements, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to obtain reasonable assurance whether the Esef report is in all material respects prepared in a format that meets the requirements of Chapter 16, Section 4(a) of the Swedish Securities Market Act (2007:528), based on the procedures performed.

RevR 18 requires us to plan and execute procedures to achieve reasonable assurance that the Esef report is prepared in a format that meets these requirements.

Reasonable assurance is a high level of assurance, but it is not a guarantee that an engagement carried out according to RevR 18 and generally accepted auditing standards in Sweden will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Esef report.

The audit firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

The examination involves obtaining evidence, through various procedures, that the Esef report has been prepared in a format that enables uniform electronic reporting of the annual accounts and consolidated accounts. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the report, whether due to fraud or error. In carrying out this risk assessment, and in order to design procedures that are appropriate in the circumstances, the auditor considers those elements of internal control that are relevant to the preparation of the Esef report by the Board of Directors and the Managing Director, but not for the purpose of expressing an opinion on the effectiveness of those internal controls. The examination also includes an evaluation of the appropriateness and reasonableness of the assumptions made by the Board of Directors and the Managing Director.

The procedures mainly include a validation that the Esef report has been prepared in a valid XHTML format and a reconciliation of the Esef report with the audited annual accounts and consolidated accounts.

Furthermore, the procedures also include an assessment of whether the consolidated statement of financial performance, financial position, changes in equity, cash flow and disclosures in the Esef report have been marked with iXBRL in accordance with what follows from the Esef regulation.

The auditor's examination of the corporate governance statement

The Board of Directors is responsible for that the corporate governance statement on pages 101-105 has been prepared in accordance with the Annual Accounts Act.

Our examination of the corporate governance statement is conducted in accordance with FAR's standard RevR 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 of the Annual Accounts Act and chapter 7 section 31 the second

paragraph the same law are consistent with the other parts of the annual accounts and consolidated accounts and are in accordance with the Annual Accounts Act.

KPMG AB, Box 382, 101 27, Stockholm, was appointed auditor of Eastnine AB (publ) by the general meeting of the shareholders on the 3rd of May 2023. KPMG AB or auditors operating at KPMG AB have been the company's auditor since 2007.

Stockholm, 26 March 2024

KPMG AB

Peter Dahllöf

Authorised Public Accountant