

Proposals to the Annual General Meeting 2018 and motivated opinion of the Nomination Committee in Eastnine AB (publ)

The nomination committee has consisted of Magnus Lekander, chairman of the committee (representative of East Capital), David Bliss (Lazard Asset Management), Mathias Svensson (Keel Capital) and Lars O Grönstedt (chairman of the Board of Directors of Eastnine).

Election of the chairman of the meeting (item 2)

The Nomination Committee proposes that Björn Kristiansson, Kanter Advokatbyrå, is appointed chairman of the meeting.

Decision on the number of members of the Board of Directors, auditors and deputy auditors (item 10)

The Nomination Committee proposes that the Board of Directors shall consist of five (5) members.

Decision on remuneration to the Board of Directors and the auditor (item 11)

The Nomination Committee proposes the following remuneration to the Board SEK 800 000 to the Chairman and SEK 400 000 to the other members of the Board. No additional remuneration for any committee work is proposed.

Fees to the auditor are based on approved invoices.

Election of the Board of Directors and chairman of the Board of Directors (item 12)

The Nomination Committee proposes the re-election of Peter Elam Håkansson, Liselotte Hjorth and Nadya Wells, and election of Johan Ljungberg and Peter Wågström. Göran Bronner and Lars O Grönstedt have declined re-election. The Nomination Committee proposes that Liselotte Hjorth is elected as chairman of the Board.

Motivated opinion

The Nomination Committee has held four meetings and has had additional contacts via e-mail and telephone. All members of the Nomination Committee have participated at these meetings, unless there have been matters discussed covering the appointment of chairman of the board, and remuneration thereof, in which case Lars O Grönstedt has declined to participate.

As part of the committee work, interviews with each board member have been carried out in order to assess the board work. It has been concluded that the overall organization, participation level and performance of the board have been working well. During this review, it was further identified that the board would benefit from adding additional real

estate expertise to the board, considering the current direction of the company. It was also noted that both Lars O Grönstedt and Göran Bronner declined re-election to the board.

Against this background, the nomination committee set out to find new candidates with appropriate experience, and after discussing and meeting a number of potential candidates, the nomination committee identified two new suitable candidates to propose, Johan Ljungberg and Peter Wågström.

Johan Ljungberg is the current chairman of listed real estate company Atrium Ljungberg and Tagehus AB. Peter Wågström has a background within Skanska, Drott (Faberge) and real estate developer NCC, being the Group CEO of NCC from 2011 until November 2017.

The nomination committee believes that the board now recommended to be elected represents a broad competence with both real estate and financial expertise as well as broad knowledge of international circumstances and markets, not least in Eastern Europe. In the process of preparing the proposal of the board of directors, the nomination committee has considered requirements on the board in terms of competence, composition and independence based on the company's international operations, governance and control, and its current strategy to focus on real estate investments in the Baltic region.

Furthermore, it is the Nomination Committee's view that it is important to strive for diversity in the Board and to actively search for suitable members among both women and men. Given the proposal, women will constitute 40 percent of the Board which meets the target set by the Swedish Corporate Governance Board. The nomination committee has, as diversity policy, applied rule 4.1 in the Swedish Corporate Governance Code.

The Nomination Committee's proposal means that the Board consists of five (5) ordinary members.

Liselotte Hjorth, Nadya Wells, Johan Ljungberg and Peter Wågström are regarded as independent in relation to the Company and its management, as well as the Company's larger owners. Peter Elam Håkansson is regarded as dependent in relation to the larger shareholders based on the fact that East Capital together with its related parties is a major shareholder of the Company.

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Stockholm in March 2018
The Nomination Committee in Eastnine AB (publ)