

Proposals to the Annual General Meeting 2019 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 Liselotte Hjorth (chairman of the Board of Directors of Eastnine) proposes the following to the Annual General Meeting:

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.

The Nomination Committee proposes that the number of auditors shall be one (1) registered audit firm without a deputy auditor.

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, Nadya Wells, Peter Wågström and Johan Ljungberg. The Nomination Committee proposes that Liselotte Hjorth is elected as chairman of the Board.

Election of auditor (item 13)

After completion of a procurement process, the Nomination Committee proposes re-election of the auditing firm KPMG as auditor, with the authorized auditor Peter Dahllöf as auditor in charge. If the Annual General Meeting resolves in accordance with the Board's proposal on the amendment of the Articles of Association, the auditor shall be elected for the period until the end of the next Annual General Meeting, otherwise until the end of the Annual General Meeting 2023. The Nomination Committee's proposal is in accordance with the recommendation from the Board, acting as Audit Committee. Neither the Nomination Committee's proposal nor the Board's recommendation to the auditor has been affected by third parties or has been forced by any contractual terms that limited the freedom of choice in the auditor's election.

Motivated opinion

The Nomination Committee has held three meetings and has had additional contacts via e-mail and telephone. As part of the committee work, interviews with each board member and the CEO have been carried out in order to assess the board work. With the changes made to the board at the AGM last year, the main focus of the assessment has been whether the competences represented by the new board members have contributed to the board work and that the new board composition has been formed in a good, efficient way. It has been concluded that the overall organization, participation level and performance of the board have been working well. It is also the view of the committee that the current composition and size of the board is suitable, considering the current direction of the company.

The nomination committee believes that the board in its current form 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 April 2019
The Nomination Committee in Eastnine AB (publ)