

## **The Nomination Committee's proposals to the Annual General Meeting 2026 of Genova Property Group AB (publ) (including motivated statement)**

### Description of the Nomination Committee's work ahead of the Annual General Meeting

In accordance with the instructions to the Nomination Committee adopted at Genova Property Group AB's (publ) ("**Genova**") Annual General Meeting in 2020, a Nomination Committee was appointed in October 2025 consisting of the following members:

- Fredrik Ahlqvist, appointed by Micael Bile with company,
- Andreas Eneskjöld, appointed by Andreas Eneskjöld with company,
- Johannes Wingborg, appointed by Länsförsäkringar Fondförvaltning AB (publ), and
- Mikael Borg, Chairman of the Board of Genova.

The Nomination Committee has appointed Fredrik Ahlqvist as Chairman of the Nomination Committee. The shareholders who have appointed the members of the Nomination Committee hold approximately 60 percent of the share capital and votes in Genova. The Nomination Committee has, in accordance with the above mentioned instructions to the Nomination Committee and the Swedish Corporate Governance Code, been appointed to prepare the following proposals for the Annual General Meeting 2026 of Genova:

- election of Chairman of the Board and other members of Genova's Board,
- Board remuneration, allocated between the Chairman of the Board and other members of the Board as well as any other Board remuneration (including fees for committee work),
- election of auditor and resolution on fees to the auditor,
- election of Chairman of the Annual General Meeting, and
- resolution on principles of the Nomination Committee's composition and other changes of the instructions to the Nomination Committee.

### The Nomination Committee's proposals to the Annual General Meeting 2026

#### *Chairman of the Annual General Meeting 2026*

The Nomination Committee proposes that the Chairman of the Board Mikael Borg is elected Chairman of the Annual General Meeting 2026.

#### *Number of board members*

The Nomination Committee proposes that the number of ordinary Board members, elected by the Annual General Meeting, shall be six without deputies.

#### *Remuneration for the Chairman and other Board members*

The Nomination Committee proposes that the total remuneration paid to the Board members, including remuneration to the members of the Committees, shall be a total amount of SEK 2,755,000 (SEK 2,970,000) distributed as follows:

- SEK 575,000 (SEK 550,000) is paid to the Chairman of the Board,
- SEK 300,000 (SEK 290,000) is paid to each other Board member elected at the Annual General Meeting,
- SEK 200,000 (SEK 200,000) is paid to the Chairman of the Audit Committee,
- SEK 175,000 (SEK 175,000) is paid to each other member of the Audit Committee,
- SEK 50,000 (SEK 50,000) is paid to the Chairman of the Remuneration Committee,
- SEK 40,000 (SEK 40,000) is paid to each other member of the Remuneration Committee.

#### *Chairman of the Board and other Board members*

The Nomination Committee proposes re-election of Mikael Borg as Chairman of the Board. The Nomination Committee proposes re-election of Mikael Borg (member since 2019), Micael Bile (member since 2014), Andreas Eneskjöld (member since 2014), Erika Olsén (member since 2017), Karin Larsson (member since 2025) and Mattias Björk (member since 2025). Maria Rankka (member since 2019) has declined re-election.

Information about the proposed Board members is available on Genova's website, <https://genova.se/investerare/bolagsstyrning/>.

#### *Election of, and fees to, auditor*

The Nomination Committee proposes that Genova shall have one auditor without deputy auditors.

The Nomination Committee proposes re-election of Ernst & Young Aktiebolag until the close of the next Annual General Meeting. Ernst & Young Aktiebolag has declared that Oskar Wall intends to continue as auditor in charge. The Nomination Committee proposes that the auditor's fees shall be paid according to approved account.

#### *Instructions for the Nomination Committee*

The Nomination Committee proposes no changes of the principles of the Nomination Committee's composition or of the instructions to the Nomination Committee and, accordingly, proposes that the instructions to the Nomination Committee shall be the same as for the preceding year.

#### Description of the Nomination Committee's work and motivated statement

The Nomination Committee has held two meetings at which minutes were kept, had contacts on an on-going basis and conducted interviews with existing Board members and spoken with representatives of the executive management.

The Nomination Committee has received a report from the Chairman of the Board on how the work in the Board is conducted and has received the results from a Board evaluation carried out by the Board. The Nomination Committee has applied section 4.1 of the Swedish Corporate Governance Code as diversity policy when preparing this proposal. This entails that the Board shall have an appropriate composition of Board members, with regards to Genova's business, phase of development and other circumstances. The Nomination Committee has also taken into account that the composition of the elected members of the Board should be diverse and provide width in terms of competence, experience and background. The overall assessment of the Board's work shows that the Board is functioning well and that it possesses a broad range of expertise. The Nomination Committee considers that it is important that the Board members can devote the time and attention required to fulfil their tasks as Board members of Genova and the Nomination Committee has evaluated the Board members' other assignments outside of Genova, the time such assignments require and the risk of conflicts of interests caused by these assignments.

During the discussions with the Board, Maria Rankka, a member since 2019, announced that she is not available for re-election. According to the Nomination Committee's opinion, the proposed Board continues to consist of a well-balanced composition of individuals in terms of competence, experience and width of different qualifications that together complement each other. Furthermore, the Nomination Committee considers that the proposed Board members

have sufficient time to fulfil their duties as Board members of Genova. The Nomination Committee further considers that the proposed Board balances the Nomination Committee's wish to reflect the owner structure in Genova but also take into account continuity, renewal and diversity.

The gender balance has been discussed and the proposed Board of Directors means that, as no re-election of an departing female board member is proposed, the proportion of the least represented gender amounts to 33 percent, which falls below the recommendation of the Swedish Corporate Governance Board of approximately 40 percent.

The Nomination Committee considers that all proposed Board members are independent of Genova and its senior executives. The Nomination Committee also considers that all proposed Board members, with the exception of Micael Bile and Andreas Eneskjöld, are independent in relation to Genova's major shareholders. Micael Bile and Andreas Eneskjöld are not considered independent since they together with their wholly-owned companies, Tranviks udde AB and Manacor Group AB and Manacor Capital AB, respectively, are the two largest shareholders of Genova. The proposal fulfils the requirements pursuant to the Swedish Corporate Governance Board's rules regarding independence.

In the work with the proposal for election of auditor and resolution on auditor fees, the Nomination Committee has been in contact with the Chairman of the Audit Committee to be able to understand the Board's and the Audit Committee's assessment of the quality and efficiency of the auditor's work. The proposal for election of auditor and resolution on auditor fees is in accordance with the recommendation of the Audit Committee.

The Nomination Committee considers that it is important that the Board fees (including special fees for committee work) is on a level that enables recruiting and retaining high and competitive competence to the Board of Genova. The fees are proposed to remain unchanged with the exception of the fees for the Chairman and the other members of the Board of Directors elected by the Annual General Meeting. The Nomination Committee has compared the Board fees in Genova with Board fees among comparable companies on Nasdaq Stockholm, and considers that an increase in the board fee in line with general salary development is warranted. The Nomination Committee concludes that the fees paid to the Board of Directors are thereafter competitive when compared to other listed companies in the same industry and considering the market capitalisation. The total cost of the Board will decrease by approximately 7 percent, mainly due to the Board being reduced by one person. All of the Nomination Committee's decisions have been unanimous.