

THE BOARD OF DIRECTORS' REMUNERATION REPORT FOR 2022

INTRODUCTION

This remuneration report provides an outline of Nyfosa's guidelines for remuneration to senior executives (the "**remuneration guidelines**"), adopted by the Annual General Meeting 2020 to apply until further notice, but no longer than until the Annual General Meeting 2024, and which have been applied during 2022. The report also provides details on the remuneration to Nyfosa's CEO as well as remuneration to directors of the board in 2022 that is in addition to the ordinary board fee resolved by the Annual General Meeting. Furthermore, the report contains a summary description of Nyfosa's existing share and share-price related incentive plans.

OVERVIEW OF THE APPLICATION OF THE REMUNERATION GUIDELINES IN 2022

The remuneration committee monitors and evaluates programs for variable remuneration, both ongoing and those that have been completed during the year, for the CEO and the actual and expected outcome of such have been reported to the board of directors and discussed at meetings with the board of directors.

Based on the remuneration committee's evaluation of the CEO's remuneration, the board of directors has determined that the current remuneration structure and remuneration level is appropriate, reflects market practice and is competitive and suitable for achieving Nyfosa's targets. Both the remuneration committee and the auditor have, after evaluation, concluded that Nyfosa has complied with current remuneration guidelines and no deviations or derogations from the remuneration guidelines or from the decision-making process, that according to the remuneration guidelines must be applied to determine remuneration, have been made during 2022.

The remuneration guidelines do not currently contain any provisions on the right to reclaim remuneration, so-called clawback provisions, and the board of directors has made the assessment that such provisions are not currently justified. After monitoring and evaluating Nyfosa's programs for variable remuneration, how the remuneration guidelines have been applied, and after evaluating the current remuneration structures and remuneration levels in Nyfosa, the board of directors has decided that the remuneration guidelines shall remain unchanged.

According to Nyfosa's remuneration guidelines, remuneration to senior executives must be adapted to market conditions and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. In addition to the remuneration covered by the remuneration guidelines, the Annual General Meeting of Nyfosa may decide on the implementation of long-term share-based incentive plans and on remuneration to the board of directors.

Total remuneration to the CEO and relevant board directors

The table below sets out the total remuneration (SEK) paid to Nyfosa's CEO during 2022 and to directors of the board who have received remuneration in addition to the ordinary board fee resolved by the Annual General Meeting.

Name, position (during the start/end of the period)	Financial year	1 Fixed remuneration		2	3	4	5	6
		Base salary (SEK)	Other benefits (SEK)	Variable remuneration - One-year variable (SEK)	Extraordi- nary items (SEK)	Pension expenses (SEK)	Total remuneratio n (SEK)	Proportion of fixed and variable remuneration
Stina Lindh Hök (CEO)	2022	3,960,000	100,077	2,010,300	-	994,353	7,064,730	72% fixed
Jens Engwall (former CEO, senior advisor, Director) ¹	2022	235,000	-	589,200	-	-	824,200	29% fixed

Application of performance criteria

According to the company's guidelines for remuneration, variable remuneration shall reward target-related results and improvements in simple and transparent structures and shall be maximized. Any outcome must relate to the fulfilment of the company's financial targets and other measurable performances related to sustainability which will support long-term shareholder value. Established performances shall mainly be the same for all senior executives, but may also, to a lesser extent, refer to individual performance. As a general rule, the measurement period for variable remuneration is based on performance for a period of approximately twelve months.

The performance criteria for variable cash remuneration to the CEO Stina Lindh Hök in 2022 were principally divided in three different parts. The first part has been based on the company's share price development in relation to other real estate companies. During the period January 1, 2021 up until and including December 31, 2022, Nyfosa's share price decreased with -2.4 percent, compared to Carnegie's real estate index (CREX) -19.2 percent. Stina Lindh Hök is considered to have met the performance criteria in full. The second part has been related to the fulfilment of the company's financial target of an annual growth in the distributable cash flow per share of at least 10 percent per year. Growth in the distributable cash flow per share amounted to 9.3 percent in 2022 in comparison with 2021. Stina Lindh Hök is considered to have met the performance criteria to 80 percent. The third part refers to a number of different internal targets where, for example, sustainability as well as Nyfosa's establishment in Finland and Norway have been considered. Stina Lindh Hök is considered to have met the performance criteria in full.

¹ Jens Engwall resigned as CEO on October 26, 2020, taking up a position as senior advisor with unchanged salary up until and including February 28, 2021. Thereafter did Jens, in 2021 and 2022, provide advisory services on the basis of a consulting agreement that was valid until December 31, 2022. The assignment included an advisory function to primarily the company's CEO, but also to represent the company on the board of directors of Söderport Property Investment AB and Torslanda Property Investment AB

Outstanding share and share-price related incentive plans

LTIP 2019

The board of directors presented a proposal to the Annual General Meeting 2019 to introduce a warrant plan for all employees in Nyfosa (LTIP 2019), which was adopted by the Annual General Meeting. LTIP 2019 is based on warrants where allocation to employees is conducted in accordance with certain set categories. The warrants have been transferred to the participants on market terms at a price (premium) established of a calculated market value for the warrants. The company subsidizes part of the participant's premium through a cash bonus. The bonus consists of two payments, each of 50 percent, during the term of the warrants. A participant's entitlement to bonus requires that the participant at the time of payment of the bonus is still employed by the company, has not resigned or been terminated and that he or she has not transferred his or her warrants. The subscription price per share when exercising the warrant is based on the average share price at the time of the issue of the warrants and thereafter follows Carnegie's Real Estate Index (CREX) up until September 2022. The warrants will thus be valuable, ("in the money"), if Nyfosa's price development exceeds the average for the listed real estate companies during the term. The average price of the Nyfosa share at the time of the issue of the warrants amounted to SEK 60.46.

Each warrant entitles the holder to subscribe for one (1) new share in the company. Subscription of shares in accordance with the terms of the warrants may take place over a two-week period from the day following the press release of the interim report for January-September 2022, the year-end report for 2022 and the interim report for January-March 2023, however no later than June 10, 2023. The current CEO, Stina Lindh Hök, acquired 120,000 warrants and the former CEO, Jens Engwall, acquired 250,000 warrants in LTIP 2019 (all allotted on May 28, 2019).

On September 16, 2022, the company decided to submit an offer regarding repurchase of all outstanding warrants in LTIP 2019 at market terms for a price of SEK 13,96 per warrant. The offer was valid from September 16, 2022, until September 19, 2022, and participation in the offer was conditioned upon that the participants invested the proceeds from the repurchase, net after taxes, in Nyfosa shares.

Furthermore, on January 27, 2023, the company decided to make a further offer to repurchase all remaining warrants in the LTIP 2019 against a market-based cash consideration of 27.10 SEK per warrant. The offer expired on February 17, 2023 and participation was conditional upon that the repurchase consideration, net after tax, was reinvested in shares in Nyfosa.

The reason for the offers was to facilitate for the warrant holder to realise the value of the warrants and, considering the condition to reinvest a part of the proceeds, to increase their holdings in Nyfosa without having to finance the exercise price for the warrants, for example by selling shares in Nyfosa.

After the repurchase offers there are no warrants outstanding in LTIP 2019.

LTIP 2021

The board of directors presented a proposal to the Annual General Meeting 2021 to introduce an additional warrant plan for all employees in Nyfosa (LTIP 2021), which was adopted by the Annual General Meeting. LTIP 2021 is based on warrants of two different series where allocation to employees is conducted in accordance with certain set categories. The warrants have been transferred to the

participants on market terms at a price (premium) established of a calculated market value for the warrants. The company subsidizes part of the participant's premium through a cash bonus. The bonus consists of two payments, each of 50 percent, during the term of the warrants. A participant's entitlement to bonus requires that the participant at the time of payment of the bonus is still employed by the company, has not resigned or been terminated and that he or she has not transferred his or her warrants. The subscription price per share when exercising a warrant of the Series I is based on Nyfosa's future share price development and shall amount to SEK 124.10 per share (corresponding to 122.5 percent of the calculated average volume-weighted price paid for Nyfosa's share on Nasdaq Stockholm during the period from and including April 22, 2021 up until and including May 4, 2021). The subscription price per share when exercising a warrant of Series II was initially set at SEK 101.32, but must be recalculated with the average price development for the listed real estate companies on Nasdaq Stockholm according to a total return index, meaning that the Series II warrants become valuable ("in the money") if Nyfosa's price development (taking into account dividends paid) exceeds the average for the listed real estate companies during the term.

Each warrant, regardless of Series, entitles the holder to subscribe for one (1) new share in the company. The participants have a possibility to request application of an alternative exercise model whereby the subscription price for each ordinary share shall correspond to the quota value of the ordinary share and the warrants entitle to a recalculated and, as a starting point, lower number of ordinary shares. Subscription of shares in accordance with the terms of the warrants may take place over a two-week period from the day following the press release of the interim report for January - March, 2024, the interim report for January - June, 2024 and the interim report for January - September, 2024, however no later than December 9, 2024. The current CEO, Stina Lindh Hök, has acquired 38,000 warrants of Series I and 38,000 warrants of Series II in LTIP 2021 (all allotted on May 7, 2021).

LTIP 2022

The board of directors presented a proposal to the Annual General Meeting 2022 to introduce an additional warrant plan for all employees in Nyfosa (LTIP 2022), which was adopted by the Annual General Meeting. LTIP 2022 is based on warrants, where the allocation to the employees is conducted in accordance with certain set categories. The warrants were transferred to the participants on market terms at a price (premium) established of a calculated market value for the warrants. The company subsidizes part of the participant's premium through a cash bonus. The bonus consists of two payments, each representing 50 percent, during the term of the warrants. A participant's entitlement to bonus requires that the participant at the time of payment of the bonus is still employed by the company, has not resigned or been terminated and that he or she has not transferred his or her warrants. The subscription price per ordinary share when exercising a warrant was initially set at SEK 105.0, but must be recalculated with the average price development for the listed real estate companies on Nasdaq Stockholm according to a total return index, meaning that the warrants become valuable ("in the money") if the ordinary share in Nyfosa has a price development (taking into account dividends paid) exceeds the average for the listed real estate companies during the term.

Each warrant entitles to subscription for (1) ordinary share of series A in the company. The participants have a possibility to request application of an alternative exercise model whereby the subscription price for each ordinary share shall correspond to the quota value of the ordinary share and the warrants entitle to a recalculated and, as a starting point, lower number of ordinary shares. Subscription of shares in accordance with the terms and conditions for the warrants may take place over a two-week period from

the day following the press release of the interim report for January-March, 2025, the interim report for January-June, 2025, and the interim report for January-September, 2025, however no later than December 5, 2025. The current CEO, Stina Lindh Hök, has acquired 45,000 warrants in LTIP 2022 (all allotted on May 5, 2022).

Additional information on outstanding share and share price-related incentive plans can be found in note 6 in the annual report for 2022, available at Nyfosa's website, www.nyfosa.se/en/investor-relations/finansiella-rapporter-eng/.

COMPARATIVE INFORMATION ON THE CHANGE OF REMUNERATION AND NYFOSA'S PERFORMANCE

Change of remuneration and company performance over the last four reported financial years (RFY)²

Annual change	2022 vs 2021	2021 vs 2020	2020 vs 2019	(Information regarding 2022)
Remuneration				
CEO	+ TSEK 305 (+5%)	- TSEK 194 (-3%)	+ TSEK 158 (+3%)	TSEK 6,957
The company's performance				
Profit from property management ³	+ MSEK 231 (+18%)	+ MSEK 157 (+14%)	+ MSEK 331 (+41%)	MSEK 1,533
Distributable cash flow	+ MSEK 159 (+11%)	+ MSEK 182 (+15%)	+ MSEK 426 (+54%)	MSEK 1,596
Average remuneration on a full time equivalent basis of employees⁴				
Per employee in the company	- TSEK 151 (-14%)	+ TSEK 40 (+3%)	- TSEK 525 (-34%)	The average number of employees has increased from 70 (2021) to 80 (2022)

ADDITIONAL INFORMATION IS AVAILABLE IN THE 2022 ANNUAL REPORT OR AT NYFOSA'S WEBSITE

Nyfosa's remuneration guidelines, which were adopted at the Annual General Meeting 2020, are available on Nyfosa's website www.nyfosa.se/en/about-nyfosa/corporate-governance/remuneration/. Nyfosa's website also contains a statement by the auditor on whether Nyfosa have complied with the adopted guidelines, www.nyfosa.se/en/annual-general-meeting-2023/.

² Nyfosa was listed on Nasdaq Stockholm on November 23, 2018, following distribution of the shares in Nyfosa to the holders of ordinary shares in Hemfosa Fastigheter AB. 2019 is therefore the first full financial year in which a CEO has been employed by Nyfosa.

³ Profit from property management comprises profit before tax with add-back of changes in the value of properties and financial instruments in the Group and add back of changes in value of tax and other items in share in profit of joint ventures.

⁴ The average remuneration for employees includes the following components: base salary, other benefits, variable remuneration and pension expenses.

Further information on Nyfosa's remuneration during 2022 that is not covered by this report is available in the annual report for 2021. The information can be found at:

Page 55	The remuneration committee's work during 2022.
Note 6 on page 56	Such information required by Chapter 5, Sections 40-44 of the Swedish Annual Accounts Act (1995:1554), including detailed information regarding remuneration to other senior executives covered by the remuneration guidelines adopted at the Annual General Meeting 2020 and information regarding Nyfosa's share and share-price related incentive plans.
Note 6 on page 55	Remuneration to the board of directors.

Nacka in March 2023
Nyfosa AB
The Board of Directors