

NOMINATION COMMITTEE'S REPORT, RECOMMENDATIONS AND REASONED STATEMENT AHEAD OF PROJEKTENGAGEMANG'S 2021 ANNUAL GENERAL MEETING

The Nomination Committee of Projektengagemang Sweden AB (publ) ("Projektengagemang" or "the Company") submits the following proposal and reasoned statement ahead of the 2021 Annual General Meeting (AGM).

The Nomination Committee and its work

The Nomination Committee of Projektengagemang shall, according to a resolution by the 2018 AGM, valid until further notice and available at www.pe.se, consist of representatives of the three largest shareholders based on owner statistics from Euroclear Sweden AB as per of the 30 June each year, together with the Chairman of the Board. The Chairman of the Nomination Committee shall, unless the committee's members agree otherwise, be the member who represents the largest shareholder in terms of votes.

In accordance with the above guidelines, major shareholders in Projektengagemang have appointed a nomination committee for the AGM 2021. The Nomination Committee, which was published on 3 November 2020, includes:

- Per Göransson, (Projektengagemang Holding AB), Chairman of the Nomination Committee (Chairman of the Board of the Company until 1 december 2020 and thereafter member of the Board),
- Dag Marius (Protector Forsokring)
- Tim Floderus (Investment AB Öresund)

Per-Arne Gustavsson, Chairman of the Board of the Company from 1 December 2020 (previously CEO and member of the Board), and thereafter, co-opted to the Nomination Committee.

The composition of the Nomination Committee deviates from the Swedish Corporate Governance Code Rule 2.4, first paragraph, second sentence, since Per Göransson, who is the Chairman of the Nomination Committee, also is a member of the Board, and at the time of the constitution of the Nomination Committee, the Chairman of the Board. The reason for the deviation is that it is natural in the light of the ownership conditions in Projektengagemang where Per Göransson is part-owner of the largest owner in terms of voting, and that the nomination committee's Chairman, according to the decided nomination committee instructions, should be the one appointed by the largest shareholder.

The shareholders behind the Nominating Committee's members hold in total approximately 69 % of all shares and votes in the Company.

The Nomination Committee has held two meetings ahead of the 2021 AGM which were documented by minutes and has had regular contact in between.

The Nomination Committee has, as basis for its proposals, had information about Projektengagemang's activities and strategic position provided by Helena Hed, the CEO of the Company and the Group, Lars-Erik Blom, the Chairman of the Audit Committee and Per-Arne Gustavsson, the Chairman of the Board. An evaluation of the Board's work has been carried out in which the Nomination Committee has considered the result in detail. Based on this evaluation, the Nomination Committee has assessed to what extent the current Board of Directors meets the requirements in terms of the Company's future direction and development. Among other things, the size and composition of the Board, as regards e.g. industry experience, competence and diversity, have been discussed. The Nomination Committee considers that gender balance is important, and that it is important that future Nomination Committees continue to work actively on the issue.

The Nomination Committee has discussed the level of the board fees and remuneration for the work in the audit and remuneration committees and has found it justified to propose increased fees according to the below.

The Nomination Committee's instructions were resolved by the AGM 2018 to apply until further notice until another decision has been made by the AGM. The Nomination Committee has not found any reason to propose any changes to the instruction.

Shareholders have been informed that proposals can be submitted to the Nomination Committee. The proposals received has been dealt with by the Nomination Committee.

All decisions by the Nomination Committee have been unanimous.

The Nomination Committee's proposals

The Nomination Committee submits the following proposals to Projektengagemang's 2021 AGM.

Chairman of the meeting

The Nomination Committee proposes Chairman of the Board Per-Arne Gustavsson as Chairman of the meeting, or in his absence, any person appointed by the Nomination Committee.

Number of directors and auditors

The Nomination Committee proposes that the Board of Directors shall have six directors (unchanged), and that the Company shall have a chartered accounting firm as its auditor and no deputies (unchanged).

Fees to the Board of Directors and the auditor

The Nomination Committee proposes that the following fees shall be paid to the Company's Board of Directors and the auditor: SEK 360,000 to the Chairman of the Board (350,000) and SEK 180,000 to each of the directors elected by the AGM (175,000), in addition to Board fees, SEK 83,000 to the Chairman of the Audit Committee (80,000) and SEK 42,000 for each of the other members of the Audit Committee (40,000) and SEK 42,000 for Chairman of the Compensation Committee (40,000) and SEK 21,000 for each of the other members of the Compensation Committee (20,000). The above constitutes a total increase of the fees by approximately three percent compared with the fees resolved at the 2020 AGM. The reasons for the increase is that the fees have been unchanged since the AGM 2018. Auditor's fees according to approved invoice.

Election of directors and the Chairman of the Board

The Nomination Committee proposes:

- re-election of Lars-Erik Blom, Per-Arne Gustavsson, Per Göransson, Carina Malmgren-Heander, Christina Ragsten and Jon Risfelt, as members of the Board, and
- that Per-Arne Gustavsson is elected as Chairman of the Board.

Election of auditor

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, re-election of the accounting firm PricewaterhouseCoopers AB as auditor for the period until the end of the 2022 AGM. PricewaterhouseCoopers has notified the Company that Camilla Samuelsson will be appointed as chief auditor if the AGM resolves in favor of the proposal.

Nomination Committee's reasoned statement regarding its proposals for election of directors

The Nomination Committee has been informed that all current members are available for re-election. It is the Nomination Committee's opinion that the proposed Board of Directors has an appropriate composition and meets the requirements that Projektengagemang's current position and future developments require. In the composition of the Board of Directors, the Nomination Committee takes into account, among other things, the experience and competence needed in the Board of Directors and its committees and also the value of diversity in terms of age and gender and the need for renewal. The Nomination Committee also assesses the appropriateness of the size of the Board of Directors and the candidates' ability to allocate the required time for the assignment. The Nomination Committee primarily seeks potential Board of Directors for the coming mandate period, but also consider future needs for competence. The Nomination Committee has discussed the requirements in rule 4.1 of the Swedish Corporate Governance Code, which has been used as a diversity policy, and believes that the Board of directors, taking into account the Company's prevailing situation, gets a composition that is in line with this and has sought both diversity and to achieve a gender balance. According to the proposal, all members are re-elected since the Board of Directors was renewed with two new members at the 2020 AGM.

All in all, the Nomination Committee considers that the proposed directors with their respective experiences will add valuable expertise and experience to the Board of Directors. The elected Board represents both continuity and development, and the work of the Board of Directors is driven by the goal to consider both perspectives. Furthermore, The Nomination Committee considers that the proposed composition of six members is appropriate and suitable.

In assessing the independence of the proposed Board of Directors, the Nomination Committee has found that its proposal for the Board of Directors of the Company meets the requirements for independence set out in the Swedish Corporate Governance Code. Of the proposed Board of Directors, all, except Per Göransson and Per-Arne Gustavsson, shall be regarded as independent in relation to the Company and the Company's management. The composition of the Board of Directors is further deemed to fulfil the requirement that at least two of the Board of Directors who are independent in relation to the Company and the executive management are also independent in relation to the Company's major shareholders, due to that Lars-Erik Blom, Carina Malmgren-Heander, Jon Risfelt and Christina Ragsten is deemed to be independent in relation to the Company and the management and in relation to major shareholders. Per Göransson and Per-Arne Gustavsson are deemed to be dependent in relation to the Company and the management and dependent in relation to the major shareholders.

All proposed Board members are presented on the Company's website, www.pe.se

Stockholm, March 2021

The Nomination Committee of Projektengagemang Sweden AB (publ)

This is a translation of the Swedish original wording. In case of discrepancies, the Swedish version shall prevail.