

To the general meeting of KMC Properties ASA

PROPOSAL FROM THE NOMINATION COMMITTEE¹

The general meeting of KMC Properties ASA (the "**Company**") has previously resolved to establish a nomination committee for the Company. The mandate of the nomination committee is set forth in section 7 of the Company's articles of association.

The nomination committee currently consists of Finn Haugan (chair), Andreas Akselsen and Bjørnar André Ulstein, all of whom are independent from the Company's board of directors and general management. The members were elected by the annual general meeting on 11 May 2023 to serve until the Company's annual general meeting in 2025.

1. Amendment to the board of directors

The current board of directors comprises the following shareholder-elected members:

- Pål Magnus Aglen (Chair)
- Morten Eivindssøn Astrup
- Nini Eugenie Høegh Nergaard
- Marianne Bekken
- John Thoresen
- Hege A. Veiseth
- Haakon Sæter

Hege A. Veiseth and Haakon Sæter were elected at the Company's extraordinary general meeting on 28 February 2023. All the shareholder-elected board members are elected for a period up until the annual general meeting in 2024.

In connection with Nordika Blue AB ("**Nordika**") becoming a shareholder of the Company, owning shares representing 12.7% of the Company's share capital and with an option to subscribe for and be allocated additional new shares in the Company, Nordika has requested that Jonas Grandér is elected as a member of the Company's board of directors. On this background, the board of directors has proposed for the extraordinary general meeting to be held on 1 December 2023 that Jonas Grandér is elected as a new board member. As communicated in the notice to the extraordinary general meeting, published on 10 November 2023, the nomination committee has considered the candidate and the proposal made by Nordika, as well as the composition of the board of directors. In its work, the nomination committee has also consulted the Company's board members, the Company's management and certain large shareholders.

Pål Magnus Aglen has informed that he wishes to resign from the board of directors. Therefore, the nomination committee will in addition recommend a new chair of the board of directors.

¹ This proposal has been prepared both in Norwegian and in English. In case of discrepancies between the two, the Norwegian version shall prevail.

On this background, the nomination committee recommends to the extraordinary general meeting of the Company that Bjørnar André Ulstein is elected as the chair of the board of directors and Jonas Grandér is elected as a new board member for the period until the annual general meeting in 2024.

Bjørnar André Ulstein was not a part of the discussions in which he could be deemed as judicially disqualified from the time he was identified as a potential candidate to the chair of the board of directors. The nomination committee will until the annual general meeting in 2024 discuss and propose a term for the chair and the board members. The nomination committee will also evaluate the number of members of the board of directors.

Information about the proposed board members

Bjørnar André Ulstein

Bjørnar André Ulstein is a Norwegian citizen and has a Master of Science in Economics and Business Administration from NHH Norwegian School of Economics, and a Bachelor of Science in Economics and Business Administration from the same institution.

Ulstein was employed by DNB from 2008 to 2021, working as a credit analyst and as a senior relationship manager within the corporate banking division. At DNB, he worked with a wide range of corporates from technology, real estate, manufacturing industry to seafood and seafood-related activity, but from 2016 exclusively on the latter. Ulstein joined BEWI Invest – the largest shareholder of KMC Properties – in 2021 as an investment director and has from January 2022 held the position as CEO of the company. Ulstein sits on the board of several of BEWI Invest's portfolio companies, amongst other SinkabergHansen, Frøya Laks and BEFORM.

Jonas Grandér

Jonas Grandér is the CEO and co-founder of Nordika, a position he has held since its incorporation in 2011, and serves at the board of directors of Logistea AB. Grandér has previously served as Executive Director and Partner of Lehman Brothers Real Estate Fund in London, United Kingdom from 2005 to 2007 and as Head of the Nordic region of Doughty Hanson & Co from 1999 to 2005. In addition, he previously worked at GE Capital Real Estate. Grandér holds a Master of Science from the Stockholm School of Economics.

If the recommendation is adopted by the extraordinary general meeting, Pål Magnus Aglen will step down from his position as board member, and the board of directors will consist of the following members until the annual general meeting in 2024:

- Bjørnar André Ulstein (Chair)
- Morten Eivindsson Astrup
- Nini Eugenie Høegh Nergaard
- Marianne Bekken
- John Thoresen
- Hege A. Veiseth
- Haakon Sæter
- Jonas Grandér

Information regarding the existing board members may be found at the Company's website (www.kmcp.no). In addition, the board members' competence is described in the annual report of the Company.

2. Proposed remuneration to the board of directors

The annual general meeting in 2023 resolved remuneration in the amount of NOK 525,000 for the chair of the board of directors and NOK 315,000 for the other board members.

The nomination committee supports the proposal from the board of directors as included in the notice to the extraordinary general meeting published on 10 November 2023, that the remuneration to board members that are elected for a shorter period than for the period from the annual general meeting in 2023 and until the annual general meeting in 2024 shall be a pro-rata share of the remuneration to the board members determined at the annual general meeting in 2023, calculated from the date of the election of the new board member. The remuneration for the period from the annual general meeting in 2024 will be determined by the annual general meeting in 2024.

3. Election of a new member to the nomination committee

The current nomination committee comprises the following shareholder-elected members:

- Finn Haugan (chair)
- Andreas Akselsen
- Bjørnar André Ulstein

All the shareholder-elected members of the nomination committee are elected for a period up until the annual general meeting in 2025.

In connection with Nordika becoming the third largest shareholder of the Company, owning shares representing 12.7% of the Company's share capital and with an option to subscribe for and be allocated additional new shares in the Company, Nordika has requested that Gabriel Cronstedt is elected as a member of the Company's nomination committee.

The nomination committee has considered the candidate and the proposal made by Nordika, as well as the composition of the nomination committee. In its work, the nomination committee has also consulted the Company's chairperson, and the Company's management. The nomination committee support the proposal from the board of directors included in the notice to the extraordinary general meeting published on 10 November 2023, and in connection therewith, Bjørnar André Ulstein has decided to resign from his position as a member of the nomination committee so that the number of members of the nomination committee remains three.

Information about the proposed member of the nomination committee

Gabriel Cronstedt

Gabriel Cronstedt is the COO and co-founder of Nordika. Cronstedt has preciously worked with investments relating to real estate and mezzanine capital at Lehman Brothers, in the period from 2005 to 2009 and as an analyst at Jefferies & Companies where he gained experience within mergers and acquisitions in addition to debt advisory and restructurings. Cronstedt holds a Master of Laws from Stockholm University and is also educated at London School of Economics.

On this background, the nomination committee unanimously recommends to the extraordinary general meeting of the Company that Gabriel Cronstedt is elected as a new member of the nomination committee for the period until the annual general meeting in 2024.

If the recommendation is adopted by the extraordinary general meeting, the nomination committee will consist of the following members until the annual general meeting in 2024:

- Finn Haugan (chair)
- Andreas Akselsen
- Gabriel Cronstedt

4. Proposed remuneration to members of the nomination committee

The annual general meeting in 2023 resolved remuneration in the amount of NOK 35,000 for the chair of the nomination committee and NOK 25,000 for other members of the nomination committee.

The nomination committee supports the proposal from the board of directors as included in the notice to the extraordinary general meeting published on 10 November 2023, that the remuneration to the members of the nomination committee that are elected for a shorter period than for the period from the annual general meeting in 2023 and until the annual general meeting in 2024 shall be a pro-rata share of the remuneration to the members of the nomination committee determined at the annual general meeting in 2023, calculated from the date of the election of the new member. The remuneration for the period from the annual general meeting in 2024 will be determined by the annual general meeting in 2024.

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Trondheim/Fredrikstad, 24 November 2023

Finn Haugan (chair)

Andreas Akselsen

Bjørnar André Ulstein