

To the general meeting of KMC Properties ASA

PROPOSAL FROM THE NOMINATION COMMITTEE

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), Ingrid Kristin Viken and Gunnar Syvertsen, 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 2 June 2021 to serve until the Company's annual general meeting in 2023.

1. Election of board members

The board of directors currently consists of the following shareholder-elected members:

- Pål Magnus Aglen (Chairperson)
- Morten Eivindsson Astrup
- Nini Eugenie Høegh Nergaard
- Anna Musiej Aanensen
- Stig Wærnes
- Marianne Bekken
- John Thoresen

All shareholder-elected members have been elected for a period of two years, until the annual general meeting in 2024.

The Company's second largest shareholder, Haas AS, has requested that Haakon Sæter is elected as a new member of the Company's board of directors. The Company's third largest shareholder, Frøy Kapital AS, has requested that Hege A. Veiseth is also elected as a new member of the board of directors.

Information about proposed new board members

Hege A. Veiseth

Hege A. Veiseth is currently CFO of the Norwegian investment company Frøy Kapital AS, the third largest shareholder of KMC Properties ASA. Veiseth has extensive experience from finance and accounting, including the position as CFO for the listed media group Polaris Media ASA and the listed oil service company Electromagnetic Geoservices (EMGS) ASA.

Veiseth currently serves at the board of directors of the herring company Grøntvedt Group AS, where she is also chair of the audit committee.

Veiseth holds a master's degree in economics and business administration from the Norwegian School of Economics (NHH) and is a certified accountant from BI Norwegian Business School.

Haakon Sæter

Haakon Sæter has more than 30 years of experience from investments and capital markets. He is the owner of the two investment companies Six-Seven AS and Silvercoin Industries AS and has been an actively engaged through investments in several listed – and non-listed companies, as well as real estate development projects. Sæter is currently a board member of Pronofa ASA, in addition to several other private companies, and serves

at the nomination committee for the listed companies Gentian Diagnostics ASA and Next Biometrics Group ASA.

Sæter is educated at the Oslo Business School.

The nomination committee has considered the candidates and the proposals made by Haas AS and Frøy Kapital AS, as well as the composition of the board of directors. In its work the nomination committee has also consulted the Company's chairperson, and the Company's management.

On this background, the nomination committee unanimously recommends to the extraordinary general meeting of the Company that Hege A. Veiseth and Haakon Sæter are elected new members of the board of directors for the period until the annual general meeting in 2024.

If the recommendation is adopted by the extraordinary general meeting, Anna Musiej Aanensen and Stig Wærnes will step down from their positions as board members, and the board of directors will consist of the following members until the annual general meeting in 2024:

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

Information about the existing members of the board of directors is available at the Company's website (www.kmcp.no). In addition, the members' competence is described in the Company's annual report.

2. Proposed remuneration for the new board member

The annual general meeting in 2022 resolved remuneration in the amount of NOK 500,000 for the chairperson of the board of directors, NOK 300,000 for the other board members, NOK 55,000 for the chairperson of the audit committee and NOK 40,000 for members of the audit committee for the period from the annual general meeting in 2022 until the annual general meeting in 2023.

The nomination committee proposes that Hege A. Veiseth and Haakon Sæter's remuneration for the period from the extraordinary general meeting on 28 February 2023 until the annual general meeting in 2023 shall be a pro-rata share of the remuneration for members of the board of directors and any relevant sub committees. Remuneration will be determined anew at the annual general meeting in 2023.

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Trondheim/Oslo, 7 February 2023

Finn Haugan (chair)

Gunnar Syvertsen

Ingrid Kristin Viken