

## **Proposal by the Board of Directors for a resolution regarding acquisition and transfer of the company's own shares – item 18**

The Board of Directors proposes that the shareholders adopt a resolution at the Annual General Meeting granting the Board of Directors the authority to acquire and transfer shares in Attendo AB (publ) ("Attendo" or the "Company").

### **Purpose**

The purpose of the proposal is to give the Board of Directors wider freedom of action and the possibility to continuously work with the company's capital structure and thereby contribute to increased shareholder value and capture attractive business opportunities through, in whole or partially, financing company acquisitions with own shares, and to secure social security contributions under Attendo+ 2016 (SSP 2015).

### **Authority to resolve on acquisition and transfer of own shares**

The Board of Directors proposes that the Annual General Meeting authorize the Board to, during a period until the next Annual General Meeting, resolve upon acquisition and transfer of own shares, whereby the following conditions shall apply:

1. Shares in Attendo may only be acquired through trading on Nasdaq Stockholm (the "Stock Exchange") or through an offer made to all of Attendo's shareholders.
2. The Company may acquire maximum so many shares that the Company's holding of own shares after the acquisition, including shares that has been acquired and are held, at any given time amounts to a maximum of ten (10) percent of all the shares in the Company.
3. Shares may only be acquired on the Stock Exchange at a price within the spread registered on the Stock Exchange from time to time, meaning the spread between the highest bid price and the lowest ask price.
4. Acquisition of shares pursuant to an offer made to all of Attendo's shareholders may only be made at a price which, at the time of the offer, is not below the market value of the shares and does not exceed the market value by over 30 percent.
5. In accordance with this authorization the Company may transfer maximum all own shares held at the time of the Board of Directors' resolution to transfer shares, subject to own shares held for transfer under Attendo+ 2017 or Attendo+ 2016 (SSP 2015) which cannot be transferred pursuant to this authorization.
6. Shares may only be transferred on the Stock Exchange at a price per share within the spread registered on the Stock Exchange from time to time, meaning the spread between the highest bid price and the lowest ask price.
7. Shares in the Company may also be transferred outside the Stock Exchange in connection with company acquisitions, whether applying or disapplying shareholders' pre-emption rights and by way of non-cash consideration or set-off. Such transfer may take place at a price or value of assets received equal to the price of the shares on the Stock Exchange at the time of the transfer, subject to any deviation the Board of Directors deems appropriate.
8. The authority may be exercised on one or more occasions up to the end of the Annual General Meeting 2018.



The statement of the Board of Directors pursuant to Chapter 19, section 22 of the Swedish Companies Act is appended.

A resolution according to item 18 of the agenda will only be validly adopted if shareholders holding no less than two thirds of both the votes cast and the shares represented at the meeting vote in favor of the proposal.

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Danderyd, March 2017

Attendo AB (publ)

*The Board of Directors*

**Statement by the Board of Directors of Attendo AB (publ) pursuant to Chapter 19, section 22 of the Swedish Companies Act – item 17 and 18**

**Financial position of Attendo and the Attendo Group**

The financial position of Attendo and the Attendo Group as of 31 December 2016 is stated in the annual report for the financial year 2016. The annual report also sets out the principles applied for valuing assets, provisions, and liabilities. Under the proposed buyback of shares, the Board of Directors will be granted the authority to acquire that many shares that the company's holding of own shares, including shares that has been purchased and are held, at any given time amounts to a maximum of ten (10) percent of all the shares in the Company

**Justification for the authority to buy back the company's shares**

As of 31 December 2016, the Group's equity relating to the ultimate parent company's shareholders amounted to SEK 4,825 million and the ultimate parent company's unrestricted equity amounted to SEK 6,423 million. In light of the above and the other matters known to the Board of Directors, the Board is of the view that the proposed authority to buy back shares is justifiable with respect to the size of the company's and the Group's equity which are imposed by the nature, scope, and risks associated with the business, and based on the company's and the Group's needs to strengthen their balance sheets, and their liquidity and financial position in general. With respect to this matter, the proposed cash dividend of SEK 1.22 per share has been taken into consideration.

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Danderyd, March 2017  
Attendo AB (publ)  
*The Board of Directors*