



Proposal by the Board of Directors for a resolution regarding acquisitions and sales of the company's own shares (item 17)

This proposal regarding the acquisition and sale of the company's own shares is intended to ensure that the company meets its undertakings to deliver shares and pay social security contributions in accordance with the share savings program (SSP) which was adopted at an extraordinary general meeting held in 2015 ("SSP 2015").

Authority to buy and sell the company's own shares

1. The Board of Directors proposes that the shareholders adopt a resolution at the Annual General Meeting granting the Board of Directors the authority to buy and sell shares in Attendo AB (publ) ("Attendo" or the "Company") on the following terms:
 - a) Shares in Attendo may only be acquired on Nasdaq Stockholm (the "Stock Exchange") or in accordance with an offer made to all of Attendo's shareholders.
 - b) The authority may be exercised on one or more occasions up to the end of the 2017 Annual General Meeting.
 - c) Up to 400,000 shares may be bought or sold pursuant to the authority. This figure may be recalculated based on the terms and conditions of SSP 2015.
 - d) 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.
 - e) Shares may only be acquired pursuant to an offer made to all of Attendo's shareholders 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%.
 - f) Shares may only be sold 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.
 - g) Shares in the Company may also be sold outside the Stock Exchange, whether applying or disapplying shareholders' pre-emption rights and by way of non-cash consideration or set-off. Sales of this nature may take place at a price or value of assets received equal to the price of the Attendo shares on the Stock Exchange at the time of the transfer, subject to any deviation the Board of Directors deems appropriate.

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



Allotment of the Company's own shares

2. The Board of Directors also proposes that the shareholders adopt a resolution at the Annual General Meeting regarding allotment of shares in Attendo which Attendo acquires by virtue of the authority proposed under item 1. above on the following terms:
 - a) Shares in the Company may be transferred for no consideration to the participants in SSP 2015 at the time and on the other terms to which participants in SSP 2015 are entitled to be allotted shares, i.e. as from the date occurring three years after the date occurring seven years following implementation of the program.
 - b) Up to 349,600 shares may be transferred to participants in SSP 2015. This figure, which is calculated based on maximum participation and satisfaction of performance requirements, may be recalculated based on the terms and conditions of SSP 2015.

The purpose of the above proposal and the reasons for disapplying shareholders' pre-emption rights is to ensure that the Company's undertakings within the scope of Attendo's share savings plan (SSP 2015), which was adopted at an extraordinary general meeting held in 2015, are met in a cost-effective manner.

A resolution will only be validly adopted if shareholders holding no less than nine tenths of both the votes cast and the shares represented at the meeting vote in favor of the proposal.

Stockholm, April 2016
Attendo AB (publ)
The Board of Directors



Attendo AB (publ) 559026-7885

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

Financial position of Attendo and the Attendo Group

The financial position of Attendo and the Attendo Group as of 31 December 2015 is stated in the annual report for the financial year 2015. 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 up to 400,000 shares or the number of shares approved following a recalculation in accordance with the terms and conditions of Attendo's share savings program (SSP 2015).

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

As of 31 December 2015, the Group's equity relating to the ultimate parent company's shareholders amounted to SEK 4,218 million and the ultimate parent company's unrestricted equity amounted to SEK 6,471 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 0.54 per share has been taken into consideration.

Stockholm, April 2016
Attendo AB (publ)
The Board of Directors