

Nomination Committees' proposal for the Annual General Meeting in Attendo 2020 (including statement)

Description of the nomination committee's work for the Annual General Meeting

The Annual General Meeting 2019 elected the following members of the Nomination Committee: Tomas Billing (representing Nordstjernan), Anssi Soila (representing Pertti Karjalainen), Adam Gerge (representing Didner & Gerge Fonder) and Marianne Nilsson (representing Swedbank Robur Fonder), with Tomas Billing as Chair. The Chair of the Board, Ulf Lundahl, is co-opted in the Nomination Committee, with no voting right. No fees are paid to members of the Nomination Committee.

The Nomination Committee has, in accordance with the instructions adopted by the Annual General Meeting 2017 and the Swedish Corporate Governance Code, been appointed to prepare the following proposals for the Annual General Meeting 2020:

- (i) election of Chair of the Board of Directors and other members of the Board of Directors,
- (ii) board fees, divided between Chair of the Board of Directors and other members of the Board of Directors and special fees for committee work,
- (iii) election of auditors and fees to auditors,
- (iv) election of Chair of the Annual General Meeting,
- (v) election of members of the Company's Nomination Committee for the period from the Annual General Meeting to the end of the next Annual General Meeting, and
- (vi) resolution on changes to the instruction for the Nomination Committee.

The Nomination Committee has held five meetings and had a recurring dialogue between meetings. The Nomination Committee has obtained a presentation of the Board work from the Chair of the Boards.

The Nomination Committee has applied item 4.1 in the Code regarding diversity when preparing this proposal. This implies that the Nomination Committee has strived for a composition of the Board of Directors that is appropriate in regards to Attendo's operations, stage of development and conditions in general. The Nomination has also taken into account that the composition of the elected members of the Board of Directors should be diverse and provide width in terms of competence, experience and background.

The Nomination Committee has interviewed the entire Board and the overall evaluation of the Board work is that the Board is well functioning with good group dynamics. The Chair of the Board leads the work with great commitment and creates an open and constructive dialogue at the meetings.

The Nomination Committee has discussed the size and composition of the Board based on the Company's situation and strategic challenges. In general, the Nomination Committee considers the competence as good. The Nomination Committee intends to maintain the Board diversity and width, and the Nomination Committee has in addition observed that it would be desirable to include a person with experience from the Finnish care market.

The Nomination Committee further considers that it is important that the Board members have the time and attention required to fulfill the tasks as Board members in Attendo and the Nomination Committee has evaluated any other assignments outside of Attendo and the time such assignments require.

In relation to the Nomination Committee's proposal for election of auditors and fees to auditors, the Nomination Committee has been in dialogue with the Chair of the Audit Committee to understand the Audit Committee's assessment of the quality and effectiveness of the auditor's work. The Nomination Committee's proposals for election of auditors and resolution on fees to auditors are in line with the recommendation of the Audit Committee.

The Nomination Committee's assessment of the proposed composition of the Board of Directors

According to the Nomination Committee's opinion, the proposed Board consists of a well-balanced group of individuals in terms of competence, experience and width of different qualifications that in total complete each other. The Nomination Committee further considers that the proposed Board of Directors balances the Nomination Committee's wish to reflect the owner structure in Attendo but also take into account continuity and equality. The Nomination Committee proposal means that unchanged 33 percent of the number of elected Board members are women. The ambition to work for a more equal gender balance remains. Further, the Nomination Committee considers that the proposed Board members have enough time to fulfill their tasks as Board members in Attendo.

The current Board member Anitra Steen has informed the Nomination Committee that she is not available for re-election.

The Nomination Committee's assessment of the proposed Board members' independence

Concerning the applicable Swedish rules for independence, the Nomination Committee has assessed the independence of the proposed Board members in relation to the Company and the management as well as in relation to larger shareholders, respectively:

- The Nomination Committee considers that all of the proposed Board members are independent in relation to Attendo and the management.
- The Nomination Committee considers that all of the proposed Board members, except for Anssi Soila and Tobias Lönnevall, are independent in relation to the larger shareholders. Anssi Soila is not independent as he works together with Pertti Karjalainen. Tobias Lönnevall is not independent as Nordstjernan employs him.

The Nomination Committee's assessment of the proposed Board fees

The Nomination Committee considers that it is important that the Board fees (including special fees for committee work) is on a level that enables recruiting and retaining high and international competitive competence to the Board of Attendo. The Nomination Committee have compared the Board fees in Attendo with Board fees among comparable companies on Nasdaq Stockholm. Based on this, the Nomination Committee concludes that, in comparison to other companies of the same size and complexity, the proposed fees for Board and committee work are in line with market practice and deemed reasonable.

The Nomination Committee's proposals for the Annual General Meeting 2020

The Nomination Committee proposes that the number of Board Members elected at the Annual General Meeting shall be six ordinary Board members.

The Nomination Committee proposes re-election of each of the Board Members Ulf Lundahl (Board member since 2014 and Chair of the Board since 2017), Catarina Fagerholm (Board member since 2016), Anssi Soila (Board member since 2007), Alf Göransson (Board member since 2018) and Tobias Lönnevall (Board member since 2016).

The Nomination Committee proposes that Suvi-Anne Siimes is elected as new Board member.

The Nomination Committee proposes that Ulf Lundahl is re-elected as Chair of the Board of Directors.

Suvi-Anne Siimes (born 1963) is CEO in Finnish Pension Alliance TELA since 2011. She has had several ministerial positions in the Finnish government. She is currently Chairman of the Board in Posti Group Oyj and Board member in AEIP (European Association of Paritarian Institutions of Social Protection). Previous positions include CEO in Pharma Industry Finland during the period 2007-2011, Chairman of the Board in Veikkaus Oy (2011-2016) and Board member in Yrjö Jahnsson Foundation (2008-2019). Her education

includes a Licentiate of Political Science (Economics) and a Master of Political Science (Economics) from Helsinki University (Finland). She holds no shares in Attendo.

Information on the other proposed Board members are available on Attendo's website: <https://www.attendo.com/en/corporate-governance/board-of-directors/>.

Fees to the Chair of the Board and other members of the Board of Directors

The Nomination Committee proposes that Board fees are paid at 2,750,000 SEK, whereof 1,000,000 SEK to the Chair of the Board and 350,000 to the elected Board member respectively, i.e. unchanged fees.

The Nomination Committee proposes that a special fee to members of the Audit Committee shall be paid at 200,000 SEK to the Chair of the Committee and 85,000 SEK to a maximum of two other members of the Committee, i.e. unchanged fees.

The Nomination Committee proposes that a special fee to members of the Compensation Committee shall be paid at 100,000 SEK to the Chair of the Committee and 50,000 SEK to a maximum of two other members of the Committee, i.e. unchanged fees.

The Nomination Committee proposes that no special fees shall be paid to members of the Investment Committee as the Board have informed that the Committee will expire.

Election of, and fees to, auditors

The Nomination Committee proposes that Attendo shall have one auditor, with no alternate auditor.

The Nomination Committee proposes that PricewaterhouseCoopers AB is re-elected as auditor for the period until the end of the next Annual General Meeting. Subject to the approval by the shareholders of the Nomination Committee's proposal at the Annual General Meeting, PricewaterhouseCoopers AB has informed that authorized public accountant Patrik Adolfson will continue as auditor-in-charge.

The Nomination Committee proposes that fees are paid to the company's auditors upon approval of their invoices.

The Nomination Committees proposals of Chair at the Annual General Meeting 2020

The Nomination Committee proposes Ulf Lundahl, Chair of the Board, as Chair of the Annual General Meeting 2020.

Election of members of the Nomination Committee

The Nomination Committee proposes that the Annual General Meeting elects Peter Hofvenstam (representing Nordstjernan), Anssi Soila (representing Pertti Karjalainen), Niklas Antman (representing Incentive) and Marianne Nilsson (representing Swedbank Robur Fonder), with Peter Hofvenstam as Chair of the Nomination Committee. The shareholders proposed to be represented in the Nomination Committee represents approximately 43 percent of the shares and votes in Attendo.

Instruction for the Nomination Committee

The Nomination Committee proposes that the instruction for the committee adopted at the 2017 Annual General Meeting is replaced with the below instruction, which shall be in force from now on.

1. Members of the Nomination Committee

The Nomination Committee shall be composed of not less than three (3) and not more than four (4) members, nominated by larger shareholders in Attendo. The members of the committee shall be elected at the Annual General Meeting for the period until the end of the next Annual General Meeting. The chair of the committee shall also be elected at the Annual General Meeting.

The majority of the members of the Nomination Committee are to be independent of Attendo and its executive management. Neither the CEO nor other members of the executive management are to be members of the Nomination Committee. At least one member of the Nomination Committee is to be independent of Attendo's largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of Attendo.

Members of the Board of Directors may be members of the Nomination Committee but may not constitute a majority thereof. Neither the company's Chair of the Board nor any other member of the Board may chair the Nomination Committee. If more than one member of the Board is on the Nomination Committee, no more than one of these may be dependent of a major shareholder in Attendo.

2. Changes to the Nomination Committee

Changes to the composition of the Nomination Committee may be made in the following cases:

- (i) One of the members is deceased or wishes to resign in advance or one of the shareholders represented wishes to replace its appointed representative, whereby a request in relation hereto shall be sent to the Chair of the Nomination Committee (or to another member of the committee if the request relates to the Chair of the committee) and the receipt of the request shall entail that the request has been executed.
- (ii) A shareholder who has appointed a representative to the Nomination Committee disposes of its entire shareholding in Attendo, whereby such representative shall be deemed to have automatically resigned from the Nomination Committee, or if there is otherwise a material change in the ownership of Attendo, whereby the Nomination Committee shall have the right to independently discharge and/or elect additional members in order to ensure that the composition of the Nomination Committee reflects the ownership in Attendo.
- (iii) The Nomination Committee may offer vacant positions in the committee to shareholders or members nominated by shareholders in order to ensure that the composition of the Nomination Committee reflects the ownership in Attendo.

In the event of changes to the Nomination Committee, the committee shall observe the requirements set out in item 1 above. Changes to the Nomination Committee shall be announced as soon as possible.

3. The tasks of the Nomination Committee

The Chair of the Nomination Committee calls the first meeting of the committee.

The Nomination Committee shall prepare and present proposals in relation to the below to the Company's Chair of the Board of Directors, well in advance of the Annual General Meeting:

- (i) Election of Chair of the Board of Directors and other members of the Board;
- (ii) Fees to the Board of Directors, allocated between the Chair and the other members, as well as any fees for committee work;
- (iii) Election of and fees to the auditor;
- (iv) Election of Chair at the Annual General Meeting;

- (v) Election of members of the Nomination Committee for the period from the end of the Annual General Meeting until the end of the next Annual General Meeting (observing the requirements set out in item 1 above); and
- (vi) Changes to this instruction.

The nomination committee's proposals are to be presented in the notice of the Annual General Meeting. In relation hereto, the committee shall ensure that Nomination Committee's proposal, motivated opinion and account for the committee's work are published on Attendo's website. In its assignment, the Nomination Committee shall in all other respects perform the tasks, which it is charged with under the Swedish Corporate Governance Code.

4. Quorum rules

The Nomination Committee has a quorum when at least three (3) members are present. A decision is passed where more than half of the members vote in favour of it. In the event of even votes cast, the Chair has the casting vote.

5. Attendance at Annual General Meeting

At least one member of the Nomination Committee should attend the Annual General Meeting and account for the reasons for the committee's proposals.

6. Fees

No fees shall be payable to the members of the Nomination Committee. The Committee shall be entitled to charge Attendo with costs relating to e.g. recruitment consultants or other costs which are necessary for the committee to perform its tasks.

7. Changes to these instructions

This instruction shall remain in force until the general meeting resolves on any changes to it.

NOMINATION COMMITTEE