



## WELCOME TO ATTENDO AB (PUBL)'S ANNUAL GENERAL MEETING

*Attendo AB (publ), reg. no 559026-7885, with registered office in the municipality of Danderyd, gives notice of its Annual General Meeting to be held at 5:00pm on Wednesday, 15 April 2020 at Restaurant Bra Mat, Vendevägen 89, Danderyd, Sweden. The convention hall opens for registration to the Annual General Meeting at 4:30pm.*

### Participation

Any person is entitled to participate at the Annual General Meeting if they  
*are* entered in the share register maintained by Euroclear Sweden AB on Tuesday, 7 April 2020;  
*and* have notified the company of their intention to participate at the latest on Tuesday, 7 April 2020 in one of the following ways:

- through Attendo's website: [www.attendo.com](http://www.attendo.com)
- by telephone: +46 771-24 64 00
- in writing to address: Computershare AB "AGM of Attendo AB", Box 5267, SE-102 46 Stockholm.

The notification must include the shareholder's name, personal ID number or company registration number, address, telephone number, and any potential assistants (not more than two).

### Nominee registered shares

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names in order to be entitled to attend the shareholders' meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Tuesday, 7 April 2020. Shareholders concerned must therefore inform their nominees well in advance of this date.

### Proxies, etc.

Shareholders who are represented by proxy must issue a proxy form for their proxy. If the proxy form has been issued by a legal entity, an attested copy of the certificate of registration of the legal entity evidencing its authority to issue the proxy form must be attached to the form. The original proxy form and the certificate of registration, where applicable, should be sent to Computershare AB "AGM of Attendo AB" Box 5267, SE-102 46 Stockholm, Sweden, well in advance of the Annual General Meeting. Proxy forms are available at Attendo's website, [www.attendo.com](http://www.attendo.com).

### Right for shareholders to receive information

Shareholders are reminded of their right to obtain information from the Board of Directors and CEO at the Annual General Meeting in accordance with Chapter 7, section 32 of the Swedish Companies Act. Shareholders wishing to submit questions in advance may do so by sending a letter to Computershare AB "AGM of Attendo AB" Box 5267, SE-102 46 Stockholm, Sweden, or by email to: [attendoboard@attendo.com](mailto:attendoboard@attendo.com).

### Agenda

1. Opening of the meeting and election of the Chair of the Annual General Meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.

4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation by the CEO.
7. Presentation of the parent company's annual report and auditor's report, as well as the consolidated financial statements and the auditor's report for the Attendo Group.
8. Resolutions to adopt the parent company's income statement and balance sheet, as well as the consolidated income statement and the consolidated balance sheet for the Attendo Group.
9. Resolution on allocation of the company's result in accordance with the approved balance sheet.
10. Resolution to discharge the Board Members and the CEO from liability.
11. Determination of:
  - A. The number of Board Members to be appointed by the Annual General Meeting.
  - B. The number of auditors.
12. Determination of:
  - A. The fee to be paid to the Board Members.
  - B. The fee to be paid to the auditor.
13. Election of Chair of the Board of Directors and other Board Members.
14. Election of auditor.
15. Resolution regarding a new long-term incentive program to senior executives in the form of warrants and resolution regarding issue of warrants (Warrant program 2020)
16. Resolution regarding adoption of a new long-term incentive program for key employees based on performance shares (Performance share program 2020)
  - A. Adoption of a new long-term incentive program based on performance shares.
  - B. Acquisition and transfer of the company's own shares in order to enable transfer of own shares according to 16 (C) and secure the costs connected to incentive programs.
  - C. Transfer of own shares.
17. Resolution regarding guidelines for executive remuneration.
18. Resolution regarding authorization for the Board of Directors to resolve to issue new shares.
19. Resolution regarding authorization for the Board of Directors to resolve to repurchase and transfer own shares.
20. Resolution regarding instruction for the Nomination Committee.
21. Election of members of the Nomination Committee.
22. Resolution regarding amendments to the Articles of Association.

23. Closing of the Annual General Meeting.

## Resolutions proposed by the Board of Directors

### **Item 9 – Resolution on allocation of the company's result in accordance with the approved balance sheet**

Attendo's dividend policy was adopted in connection with the IPO 2015. It states that dividend decisions must be based on Attendo's investment opportunities and financial position. The policy further states that the company should distribute 30 percent of the net profit. 2019 was a very challenging financial year for Attendo and characterized by the situation in Finland. As a consequence of the weak result, the company's financial ratio measured as net debt in relation to profit (EBITDA) is higher than it has been historically. Furthermore, a renegotiation of the company's loans was carried out at the end of 2019. With this in mind, the Board proposes, ahead of the 2020 Annual General Meeting, that no dividend should be paid for the 2019 financial year.

### **Item 15 - Resolution regarding a new long-term incentive program to senior executives in the form of warrants and resolution to issue warrants (Warrant program 2020)**

#### **Resolution to adopt a long-term incentive program to senior executives in the form of warrants**

The Board of Directors proposes that the general meeting resolves to adopt a new long-term incentive program to executives in the Attendo Group, by issuing not more than 500,000 warrants in accordance with the terms and conditions set out below ("**Warrant program 2020**"). All resolutions under this agenda item are conditional upon each other and are thus adopted as one single resolution. The resolution to adopt the program requires approval of at least nine-tenths (9/10) of the shares represented and votes cast at the shareholders' meeting.

In total, Warrant program 2020 will be directed to not more than seven individuals. The program entails that senior executives are offered to acquire warrants at market value, calculated in accordance with the Black & Scholes valuation formulae. The intention is that warrant programs directed to senior executives should be annually recurring from hereinafter.

#### *The rationale for the incentive program*

The rationale for Warrant program 2020 is to create opportunities to attract, motivate and retain competent senior executives in the Attendo group, increase the motivation of achieving a strong financial result as well as to align the targets of the participants with those of the company. The incentive program has been established on the basis that it is deemed desirable for senior executives of Attendo to have a long-term personal interest in Attendo's development. Accordingly, the Board of Directors considers that the implementation of an incentive program as described below will have a positive impact on the continued development of the Attendo group and is thus in favour of both the company and the shareholders in the company.

#### *Terms for the incentive program*

The issued warrants shall be subscribed for by Attendo Intressenter AB, reg. no 556703-2650 (the "**Subsidiary**") – a wholly owned subsidiary of Attendo – whereafter this company shall offer the warrants to the participants in the program. The transfer of the warrants shall be made at a price corresponding to the market value of the warrants (the warrant premium), calculated according to the Black & Scholes valuation formulae. The valuation of the warrants shall be made by an independent appraiser or auditor firm.

The warrants have a vesting period of five years. Each warrant entitles to subscription of one new share in Attendo, during the two week period from the day of publication of the interim report for the period 1 January – 31 March (Q1) 2023, 2024 or 2025 and during the two week period from the day of publication of the interim report for the period 1 January – 30 September (Q3) 2023, 2024 or 2025.

The exercise price shall be determined as 125 per cent of the average volume weighted share price for the company's share as quoted on Nasdaq Stockholm during the period 5 trading days calculated from 7 May 2020 (the day after the company's first interim report for 2020). The exercise price shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded upwards.

Each warrant shall entitle the holder to subscribe for one new share in Attendo. Subscription of warrants shall take place from the time the price per warrant is established in accordance with the above, however no later than 30 June 2020. Payment shall be made in cash no later than 30 June 2020. However, the Board of Directors shall have the right to extend the subscription period and the payment period, respectively.

In accordance with customary conditions, the number of shares that each warrant entitles to will be recalculated should the company resolve on a share split, consolidation of shares, share issue, etc. The full terms and conditions for the warrants are set out in Appendix A, which are available at the company's website, [www.attendo.com](http://www.attendo.com).

#### *Allocation of warrants*

Not more than seven senior executives in Attendo shall be entitled to subscribe for warrants, up to an amount corresponding to approximately two monthly salaries for each participant.

#### *Scope and costs for the program, including subsidy by the company and effect on important key ratios and dilution*

Attendo shall subsidize the option premium to be paid by the participants for the acquisition of warrants, in order to facilitate and promote a personal long-term interest in Attendo for senior executives, in accordance with the company's guidelines for remuneration. The subsidy shall correspond to 120 percent of the investment (which equals approximately 50 percent of the option premium, post tax) in the form of an additional cash payment to be paid 24 and 36 months, respectively, after the subscription date (with 50 percent at each of the respective dates). The company's cost for the subsidy (including social security contributions in relation hereto) is estimated to amount to a maximum of SEK 5 million, in total. The warrants will be transferred at market value and, therefore, no social security contributions will be incurred by the group in Sweden in connection with the transfer. With respect to participants in Finland, the transfer of warrants will result in social security contributions to be paid by the group.

Other than the above, the costs for the program include certain limited costs for administration of the program. The total cost for Attendo for the warrant program is estimated not to exceed SEK 5 million during the term of the incentive program.

According to a preliminary valuation, the market value of the warrants will correspond to approximately SEK 6.78 (assuming a price of the company's shares of approximately SEK 50 per share, a strike price of approximately SEK 62.50, a risk free interest of around -0.49 percent and a volatility of around 27.50 percent), based on the Black & Scholes valuation formulae. In addition to this, the costs for the program have been estimated on the basis that the program covers not more than seven participants and that such participants acquire their maximum allotment as set out above.

The costs are expected to have a limited effect on Attendo's key ratios. Upon maximum allotment of warrants, not more than 500,000 shares will be allotted to participants under the incentive program, meaning a dilution effect of approximately 0.31 percent of the number of shares and votes in the company (based on the total number of shares in the company at the date of this proposal).

The Board of Directors considers the positive effects expected to result from Warrant program 2020 to outweigh the costs attributable to the program.

#### *Preparation of the proposal*

Warrant program 2020 has been designed by the company's Board of Directors, together with external advisors, based on an evaluation of previous incentive programs and current market practice. The program has been prepared by the Board's compensation committee and has been reviewed at Board meetings in the beginning of 2020. The proposal is supported by the company's larger shareholders.

#### *Other incentive programs*

For a description of Attendo's other share-related incentive programs, reference is made to the annual report for 2019.

#### **Resolution regarding issue of warrants**

The Board of Directors proposes that the company shall issue not more than 500,000 warrants for subscription of shares, whereby the company's share capital may be increased by not more than SEK 2,740.473277, at full subscription corresponding to approximately 0.31 percent of the total share capital and the total number of votes in Attendo (based on the total number of shares in the company at the date of this proposal).

The right to subscribe for warrants for subscription only accrues to the Subsidiary, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one share. The warrants shall be issued to the Subsidiary free of charge.

#### **Item 16 – Resolution regarding adoption of a new long-term incentive program for key employees based on performance shares (Performance share program 2020)**

##### ***A. Adoption of a new long-term incentive program based on performance shares***

The Board of Directors proposes that the general meeting resolves to adopt a new long-term incentive program to key employees in the Attendo Group ("**Performance share program 2020**"), in accordance with the terms and conditions set out below. All resolutions under this agenda item are conditional upon each other and are thus adopted as one single resolution. The resolution to adopt the program requires approval of at least nine-tenths (9/10) of the shares represented and votes cast at the shareholders' meeting.

In total, Performance share program 2020 will be directed to not more than 50 key employees in the Attendo Group. Performance share program 2020 is a three-year performance based program. Under the program, the participants will be granted, free of charge, performance-based share awards ("**Share Awards**") that entitle to a maximum of 200,000 shares in Attendo ("**Performance Shares**"), in accordance with the terms stipulated below. The intention is that performance share programs directed to key employees should be annually recurring from hereinafter.

##### ***The rationale for the incentive program***

The rationale for Performance share program 2020 is to create opportunities to attract, motivate and retain competent employees in the Attendo group as well as to align the targets of the employees with those of the company. The incentive program has been established on the basis that it is deemed desirable for key employees of Attendo to have a personal long-term interest in Attendo's development. Accordingly, the Board of Directors considers that the implementation of an incentive program as described below will have a positive impact on the continued development of the Attendo Group and is thus in favour of both the company and the shareholders in the company.

##### ***Conditions for Share Awards***

The following conditions shall apply for the awards.

- The Share Awards shall be granted free of charge to the participants as soon as possible following the publication of the company's first interim report for 2020 and no later than on 30 June 2020.
- Each Share Award entitles the holder to receive one share in the company, free of charge (except for any appropriate taxes), three years after granting of the Share Award (the vesting period), provided that the holder, with some exceptions, still is employed by the Attendo group.
- A prerequisite for entitlement to receive shares based on Share Awards is that the performance conditions for Performance share program 2020 have been satisfied pursuant to the terms and conditions specified below.
- The number of Share Awards encompassed by Performance share program 2020 is to be recalculated in the event of a share split, consolidation of shares, share issue, etc., in accordance with customary conditions.
- The Share Awards will be adjusted for extraordinary dividends, but not dividends that are in accordance with Attendo's dividend policy (as applicable from time to time), payable on the Attendo share.
- The Share Awards are non-transferable and may not be pledged.
- The Share Awards can be granted by the parent company and any other company within the Attendo group.

#### *Performance conditions*

The Share Awards will be subject to performance conditions, in addition to the condition that the holder remains an employee in the Attendo Group at the end of the vesting period. The performance conditions are based on EBITA targets for Attendo's respective business areas (Scandinavia and Finland, respectively) for the financial year 2022, as determined by the Board of Directors (the "**Performance Conditions**"). EBITA (Earnings Before Interest, Taxes, and Amortization) shall mean the following: Operating profit before amortization of acquisition-related intangible assets.

The allotment of shares that each participant later may receive depends on achievement of the established Performance Conditions, in relation to a range determined by the Board of Directors. The outcome will be measured linearly and should the minimum level of the range not be reached, no Performance Shares will be allotted.

The Board of Directors will present the rate of achievement of the Performance Conditions in the Annual Report for 2022.

#### *Allotment*

To ensure that the value of the share-based remuneration does not reach an unintended level in relation to other remuneration, the value of the Share Awards per participant must not, at the time of the grant, exceed a value equal to two months' salary. Participants in long-term incentive programs who are also entitled to more than 20% short-term variable remuneration (based on annual established targets) shall, as a general rule, relinquish part of their short-term variable remuneration for the benefit of participating in long-term programs.

The Board of Directors shall resolve upon the final allocation of the Share Awards as soon as possible after the publication of the company's first interim report for 2020. Several factors will be considered when deciding upon individual allocations in order to secure recruitment, retention and motivation,



including position within Attendo, individual performance and total value of current remuneration package. Individual allocation cannot exceed the above-mentioned limit for allocation.

The share price that is to form the basis for calculating the number of Share Awards is to correspond to the average volume weighted share price for the company's share as quoted on Nasdaq Stockholm during the period 5 trading days calculated from 7 May 2020 (the day after the company's first interim report for 2020). The share price is then divided by the individual granting value in order to arrive at the total number of Share Awards granted per participant.

#### *Preparation and administration*

The Board of Directors shall be responsible for preparing the detailed terms and conditions of Performance share program 2020, in accordance with the herein established terms and guidelines. In relation hereto, the Board of Directors shall be entitled to make adjustments to meet foreign regulations or market conditions. The Board of Directors may also make other adjustments if significant changes in the Attendo Group, or its operating environment, would result in a situation where the decided terms and conditions for Performance share program 2020 no longer are appropriate. Prior to finally determining allotment of shares based on Share Awards, the Board of Directors shall assess whether the outcome of Performance share program 2020 is reasonable. This assessment will be conducted in relation to the company's financial results and position, operational performance (including quality and customer satisfaction), market position as well as conditions in the stock market and other circumstances. Should the Board of Directors not consider the outcome reasonable, the number of shares to be allotted will be reduced.

#### *Scope and costs for the program; effects on important key ratios and dilution*

Performance share program 2020 will be reported in accordance with "IFRS 2 – Share-based Payment." According to IFRS 2, the allocation of shares shall be reported as a personnel cost during the vesting period and will be reported directly against equity. Personnel costs in accordance with IFRS 2 will not affect the Attendo Group's cash flow. Social security contributions will be accounted for as cost in the income statement by regular provisions during the vesting period in accordance with "UFR 7 IFRS 2 – Social security contributions for listed companies."

Under the assumption of allocation of maximum number of Share Awards for all participants, at a share price of SEK 50 at the time of allocation, that 50 percent of the maximum number of Performance Shares is allotted, and an annual increase of the share price by approximately 10 percent during the vesting period, the total cost for Performance share program 2020, including social security contributions, is estimated to approximately SEK 8 million before tax. If the Performance Conditions are fully met, the corresponding cost is estimated to approximately SEK 13 million before tax. Furthermore, there are certain additional costs related to the administration of the program. These costs are estimated to be limited.

Under the assumption of the maximum number of Share Awards being allocated and a maximum target fulfilment, Performance share program 2020 includes a total of 200,000 shares which may be allotted to the participants. This corresponds to approximately 0.12 percent of the total number of shares and votes in Attendo at the date of this proposal.

In order to reduce the costs of the program, the Board of Directors proposes that the company shall, subject to the shareholders' approval under items 16 (B) and 16 (C) on the agenda, take security measures in the form of repurchases of shares (as needed) and transfer of own shares.

The Board considers the positive effects expected to result from Performance share program 2020 to outweigh the costs attributable to the program.



#### *Preparation of the proposal*

Performance share program 2020 has been designed by the company's Board of Directors, together with external advisors, based on an evaluation of previous incentive programs and current market practice. The program has been prepared by the Board's compensation committee and has been reviewed at Board meetings in the beginning of 2020. The proposal is supported by the company's larger shareholders.

#### *Other incentive programs*

For a description of Attendo's other share-related incentive programs, reference is made to the annual report for 2019.

#### ***B. Acquisition and transfer of the company's own shares according to 16(C) and to hedge costs attributable to incentive programs***

The Board of Directors proposes that the Board is authorized, during the period until the next Annual General Meeting, to decide on (i) purchases of Attendo's shares on Nasdaq Stockholm; and on (ii) transfer of Attendo's shares on Nasdaq Stockholm, or in a manner other than on Nasdaq Stockholm including the right to decide on waiver of the shareholders' preferential rights. The company may purchase maximum so many shares that the company's holding of own shares after the purchase amounts to a maximum of one-tenth of all the shares in the Company. Purchases shall be made on Nasdaq Stockholm at a price within the spread registered on the exchange from time to time. The company may transfer a maximum of all own shares held at the time of the Board of Directors' resolution to transfer shares.

The purpose of the proposal is to provide the Board of Directors the means to execute the company's incentive programs, including to resolve on transfer of own shares according to item 16 (C) below and secure the costs, including the social security payments, in connection with long-term incentive programs.

#### ***C. Transfer of own shares***

The Board of Directors proposes that the meeting resolves that transfer of own shares, in a maximum number of 200,000 (or the higher number that may follow from recalculation because of a split, bonus issue or similar action), free of charge, shall be possible to participants in the company's long-term incentive programs.

#### **Item 17 – Resolution regarding guidelines for executive remuneration**

In the light of new rules entering into force 2019-2021, the Board of Directors proposes that the general meeting resolves to adopt updated guidelines for remuneration to executive management. The updated guidelines clarify how Attendo's remuneration to executive management promotes the company's business strategy, long-term interests and sustainability. The available types of remuneration as well as the criteria for variable cash remuneration are, in all material respects, unchanged compared to previous years.

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. For the CEO, the variable cash remuneration may amount to not more than 75 per cent of the total fixed cash salary under the measurement period for such criteria. The variable cash remuneration to other members of the executive management may amount to not more than 50 per cent, correspondingly. Criteria for variable cash remuneration should be based on financial targets (for the group and the respective business areas, as appropriate), as well as measurable quality, customer satisfaction and employee satisfaction. At least 60 percent of the variable cash remuneration should be subject to shareholder value based criteria. Additional variable cash remuneration may be paid under extraordinary circumstances and to facilitate investments in Attendo for the purpose of promoting a personal long-term interest in Attendo's development.

The guidelines shall be in force until new guidelines are adopted by the general meeting. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting.

**Item 18 – Resolution regarding authorization for the Board of Directors to resolve to issue new shares**

The Board of Directors proposes that the general meeting authorizes the Board of Directors to resolve to issue of new shares on one or several occasions until the next annual general meeting, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or otherwise on special conditions. However, such issue of shares must never result in the company's issued share capital or the number of shares in the company at any time, being increased by more than a total of 10 percent. The purpose of the authorization is to enable the Board to make corporate or product acquisitions or enter into collaboration agreements.

**Item 19 – Resolution regarding authorization for the Board of Directors to resolve to repurchase and transfer own shares**

The Board of Directors proposes that the general meeting authorizes the Board of Directors to resolve to repurchase, on one or several occasions until the next annual general meeting, as many own shares as may be purchased without the company's holding at any time exceeding 10 percent of the total number of shares in the company. The shares shall be purchased on Nasdaq Stockholm and only at a price per share within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price.

The Board of Directors also proposes that the general meeting authorizes the Board of Directors to resolve, on one or several occasions until the next annual general meeting, to transfer (sell) own shares. Transfers may be carried out on Nasdaq Stockholm at a price within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price. Transfers may also be made in other ways, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or otherwise on special conditions. Upon such transfers, the price shall be established so that it is not below market terms. However, a discount to the stock market price may apply, in line with market practice. Transfers of own shares may be made of up to such number of shares as is held by the company at the time of the Board of Director's resolution regarding the transfer.

The purpose of the authorization to repurchase own shares is to promote efficient capital usage in the company and to provide flexibility as regards the company's possibilities to distribute capital to its shareholders. The purpose of the authorization to transfer own shares is to enable the Board to make corporate acquisitions, enter into collaboration agreements or raise working capital.

**Item 22 – Resolution regarding amendments to the Articles of Association**

The Board of Directors proposes that the Articles of Association are amended to reflect changes in regulations and use of language, without any change as to substance. The following amendments are proposed:

Change	New wording
§ 1 – A reference in the Swedish language version of the Articles of Association that does not affect English [unofficial translation] language version is removed.	The name of the company is Attendo AB (publ). The company is public.

§ 8 – The language regarding participation in general meetings is updated for further stringency without any change as to substance.

In order to participate at a general meeting, a shareholder must notify the company of their intention to attend no later than on the day stipulated in the notice of the meeting. Such a day may not fall on a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, nor may it fall earlier than the fifth weekday prior to the meeting.

A shareholder may be accompanied by assistants at a general meeting only where the shareholder has given the company notice of the number of assistants (not more than two) as specified in the previous paragraph.

§ 9 – The first paragraph of the section, regarding the latest date for the Annual General Meeting, is deleted because it does not add anything to what already follows from statute.

At the Annual General Meeting the following items shall be addressed:

- 1) Election of the Chairman of the meeting.
- 2) Preparation and approval of the voting list.
- 3) Approval of the agenda.
- 4) Election of one or two persons to verify the minutes.
- 5) Determination of whether the meeting has been duly convened.
- 6) Presentation of the annual report and auditor's report, and if applicable, the consolidated financial statements and the group auditor's report.
- 7) Resolution regarding:
  - i) the adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and balance sheet;
  - ii) the allocation of the company's profit or loss according to the adopted balance sheet;
  - iii) the discharge from liability for the Board of Directors and the CEO;
  - iv) remuneration to the Board of Directors, and if applicable, remuneration to the auditors;
  - v) election of the directors, and, where applicable, auditors; and
  - vi) any other matter which the meeting is required to decide pursuant to the Companies Act.

§ 11 – Updated because the act referenced in the section has a new name.

The shareholder or nominee who on the record date is recorded in the share register and registered with a central security depository register, pursuant to Chapter 4 of the Swedish Central Securities Depositories and Financial Instruments Accounts Act (SFS 1998:1479), or is registered on a

securities account in accordance with Section 18 Chapter 4 first paragraph item 6–8 in mentioned law, shall be assumed to be authorized to carry-out the rights set forth in Section 39 Chapter 4 of the Swedish Companies Act (2005:551).

## **Resolutions proposed by the Nomination Committee**

Attendo's Nomination Committee, which consists of the Chair of the Nomination Committee Tomas Billing (Nordstjernan), Anssi Soila (Pertti Karjalainen), Adam Gerge (Didner & Gerge Fonder) and Marianne Nilsson (Swedbank Robur Fonder), who together represent approximately 43 percent of the voting rights in Attendo (based on the number of shares and votes at the date of this proposal), proposes the following:

### **Item 1 – Chair of the Annual General Meeting**

Ulf Lundahl is proposed as Chair of the Annual General Meeting 2020.

### **Item 11A – Number of Board Members**

The Nomination Committee proposes that the number of Board Members elected at the Annual General Meeting shall be six and that no alternate Board Members shall be appointed.

### **Item 11B – Number of auditors**

The Nomination Committee proposes that a registered auditing firm shall be appointed as auditor, without any alternate auditors.

### **Item 12A – Fees to the Board of Directors**

It is proposed that the following fees shall be paid to the Board of Directors and the auditor:

- Chair of the Board of Directors: unchanged SEK 1,000,000
- Other Board Members not employed by the company: unchanged SEK 350,000

It is proposed that the following fees shall be paid to the members of the committees of the Board of Directors:

- Chair of the Audit Committee: unchanged SEK 200,000
- Other members of the Audit Committee: unchanged SEK 85,000
- Chair of the Compensation Committee: unchanged SEK 100,000
- Other members of the Compensation Committee: unchanged SEK 50,000

### **Item 12B – Fees to the auditor**

It is proposed that fees shall be paid to the company's auditor upon approval of invoices.

### **Item 13 – Election of Chair of the Board of Directors and other Board Members**

The Nomination Committee proposes that the following Board Members be elected for the period until the end of the next Annual General Meeting:

Re-election of each of the Board Members Ulf Lundahl, Catarina Fagerholm, Tobias Lönnevall, Anssi Soila and Alf Göransson. It is proposed that Ulf Lundahl is re-elected as Chair of the Board of Directors.

The board member Anitra Steen has informed that she is not available for re-election. It is proposed that Suvi-Anne Siimes is elected as new Board member.

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.

#### **Item 14 – Election of auditor**

In accordance with the Audit Committee's recommendation, it is proposed that PricewaterhouseCoopers AB is re-elected as auditor for the period until the end of the Annual General Meeting 2021. 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.

#### **Item 20 – Resolution regarding 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.

**Item 21 – Election of members of the Nomination Committee**

The Nomination Committee proposes that the general meeting elects the following Nomination Committee: 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 (based on the total number of shares and votes at the date of this proposal).

**Other information**

The resolutions proposed by the Board of Directors in items 18, 19 and 22 on the agenda require approval of at least two-thirds (2/3) of the shares represented and votes cast at the shareholders' meeting. Resolution pursuant to items 15 and 16 on the agenda require approval of at least nine-tenths (9/10) of the shares represented and votes cast at the shareholders' meeting.

The CEO, or anyone appointed by the CEO, shall be authorized to make such changes to the resolutions above that may be necessary or appropriate in relation to registration thereof and otherwise take such actions that are required to execute the resolutions.

**Shares and voting rights**

At the date of this notice, there are 161,386,592 shares in Attendo. All shares are of the same class and one (1) share entitles the holder to one (1) vote at general meetings. At the date of this notice, Attendo holds 495,980 own shares that cannot be represented at the general meeting.

**Further information**

Information about all of the individuals proposed as members of Attendo AB (publ)'s Board of Directors, information about the proposed auditor, the motivated opinion by the Nomination Committee regarding the proposed Board Members and the Nomination Committee's complete proposals are available at the company's website, [www.attendo.com](http://www.attendo.com), and will be sent free of charge to shareholders who submit such a request to the company.

Financial statements and auditor statements, the Board of Directors' complete proposals regarding items 15-19 on the agenda as well as other information and documentation ahead of the Annual General Meeting will be made available at the company's offices no later than on 25 March 2020 and will be sent free of charge to shareholders who submit such a request to the company and state their address. The material will also be made available at the company's website, [www.attendo.com](http://www.attendo.com).

Personal data collected from the share register maintained by Euroclear Sweden AB will be used to for registration and preparation of the voting list for the Annual General Meeting. For information on how your personal data is processed, see: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Danderyd, March 2020  
Attendo AB (publ)  
*The Board of Directors*