

## **The Nomination Committees' proposal for the Annual General Meeting 2024 of Attendo (including motivated opinion)**

### **Description of the Nomination Committee's work ahead of the Annual General Meeting**

The Annual General Meeting 2023 of Attendo (the “**Company**”) elected the following members of the Nomination Committee: Peter Hofvenstam (nominated by Nordstjernan), Anssi Soila (nominated by Pertti Karjalainen) and Niklas Antman (nominated by Inventive), with Peter Hofvenstam as Chair.

The Nomination Committee has, in accordance with the instructions adopted by the Annual General Meeting 2020 and the Swedish Corporate Governance Code, been appointed to prepare the following proposals for the Company's Annual General Meeting 2024:

- Election of Chair of the Annual General Meeting
- Election of Chair of the Board and other members of the Board of Directors
- Resolution on Board fees, divided between the Chair and the other members of the Board of Directors and any fees for committee work
- Election of, and resolution on fees to, auditor
- Election of members of the Company's Nomination Committee for the period from the end of the Annual General Meeting until a new Nomination Committee is elected
- Resolution on changes of the instruction for the Nomination Committee

The Nomination Committee has held three (3) recorded meetings and had a recurring dialogue between meetings.

The Nomination Committee has applied item 4.1 in the Swedish Corporate Governance 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 the Company's operations, stage of development and conditions in general, as well as provides diversity and width in terms of the competence, experience and background of the members elected by the Annual General Meeting. A balanced gender distribution shall be pursued.

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 the Company and the Nomination Committee has evaluated any other assignments outside of the Company and the time such assignments require.

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The Nomination Committee has obtained a presentation of the Board work from the Chair of the Board. The Nomination Committee has interviewed the Board and the overall evaluation of the Board work is that the Board of Directors is well-functioning.

The Nomination Committee has discussed the size and composition of the Board of Directors based on the Company's situation and development opportunities. In general, the Nomination Committee considers the competence of the Board of Directors as good. The Nomination Committee intends to maintain the Board diversity and width.

In relation to the Nomination Committee's proposal for election of auditor and fees to the auditor, the Nomination Committee has been in dialogue with the Chair of the Audit Committee to take part of the Audit Committee's assessment of the quality and effectiveness of the auditor's work. The Nomination Committee's proposals for election of auditor and resolution on fees to auditor 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 of Directors has an appropriate composition in regards to the Company's operations, stage of development and conditions in general, as well as provides diversity and width in terms of the proposed members' competence, experience and background. The Nomination Committee's proposal means that 43 per cent of the number of Board members appointed by the General Meeting are women and 57 per cent are men. The Nomination Committee continuously pursues a more balanced gender distribution in the Board of Directors. Further, the Nomination Committee has assessed that the proposed Board members have enough time to fulfill their tasks as Board members in the Company.

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

Based on 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 the Company's larger shareholders, respectively:

- The Nomination Committee considers that all of the proposed Board members are independent in relation to the Company and the Company's management.
- The Nomination Committee considers that all of the proposed Board members, except for Tobias Lönnevall and Nora F. Larssen, are independent in relation to the Company's larger shareholders. Tobias Lönnevall and Nora F. Larssen are not independent as they are employed by the Company's largest shareholder Nordstjernan.

### **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 the Company. The Nomination Committee has interviewed the Chair of the Board about the extent and complexity of the Board work and compared the Board fees in the Company with Board fees among companies on Nasdaq Stockholm with a comparable size and complexity. Based on this, the Nomination Committee concludes that, in comparison to

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other companies of the same size and complexity, the proposed fees for Board and committee work are deemed reasonable.

### **The Nomination Committee's proposal for Chair at the Annual General Meeting 2024**

The Nomination Committee proposes that Ulf Mattsson (or, in his absence, the person designated by the Nomination Committee) is elected as Chair of the Annual General Meeting 2024.

### **The Nomination Committee's proposals for the Board of Directors to the Annual General Meeting 2024**

The Nomination Committee proposes that the Annual General Meeting elects seven ordinary Board members, with no alternate members.

For the period until the end of the next Annual General Meeting, the Nomination Committee proposes re-election of the members Catarina Fagerholm (Board member since 2016), Tobias Lönnevall (Board member since 2016), Ulf Mattsson (Board member since 2022), Suvi-Anne Siimes (Board member since 2020), Per Josefsson (Board member since 2023), Nora F. Larssen (Board member since 2023) and Antti Ylikorkala (Board member since 2023).

Alf Göransson has declined re-election.

The Nomination Committee would like to thank Alf Göransson for his important contributions to the Board of Directors.

The Nomination Committee proposes re-election of Ulf Mattsson as Chair of the Board.

Information about the Board members proposed to be re-elected is available on the Company'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 should be paid in an amount of in aggregate SEK 3,193,000 (earlier SEK 3,450,000), i.e., a decrease of SEK 257,000, whereof SEK 1,030,000 to the Chair of the Board, i.e. an increase of SEK 30,000, and SEK 360,500 to the other elected Board members respectively, i.e. an increase of SEK 10,500.

The Nomination Committee proposes that a special fee to members of the Audit Committee shall be paid in an amount of SEK 206,000 to the Chair of the Committee and SEK 87,500 per member.

The Nomination Committee proposes that a special fee to members of the Compensation Committee shall be paid in an amount of SEK 103,000 to the Chair of the Committee and SEK 51,500 per member.

### **Election of, and fees to, auditors**

The Nomination Committee proposes that the number of auditors shall be a registered audit firm, with no alternate auditor.

The Nomination Committee proposes re-election of the audit firm PwC as auditor for the period until the end of the next Annual General Meeting.

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Provided that the Annual General Meeting approves the Nomination Committee's proposal, PwC has informed the Nomination Committee and the Company that the authorized public accountant Erik Bergh will be appointed as the auditor-in-charge.

The Nomination Committee proposes that the fee to the auditor is paid upon approval of invoices.

The proposal is in line with the recommendation from the Audit Committee.

### **Election of members of the Nomination Committee**

The Company's larger shareholders have notified the Nomination Committee that they intend to propose that the Annual General Meeting elects Peter Hofvenstam (nominated by Nordstjernan), Anssi Soila (nominated by Pertti Karjalainen) and Niklas Antman (nominated by Incentive) as members of the Nomination Committee, with Peter Hofvenstam as Chair of the Nomination Committee. The shareholders proposed to be represented in the Nomination Committee represent approximately 35.9 per cent of the shares and 35.9 per cent of the votes in the Company.

### **Instruction for the Nomination Committee**

The Nomination Committee proposes that the instruction for the Nomination Committee adopted at the Annual General Meeting 2020 shall be replaced by the following updated instruction, which shall apply until further notice.

## **INSTRUCTION FOR THE NOMINATION COMMITTEE IN ATTENDO AB (PUBL)**

### **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. Prior to the Annual General Meeting, the company shall coordinate the nomination procedure by giving the four largest shareholders in the company in terms of votes according to the share register maintained by Euroclear Sweden AB as of the last banking day in December each year the opportunity to nominate one member of the Nomination Committee for the Annual General Meeting. If a requested shareholder refrains from nominating a member to the Nomination Committee and this results in less than three members being nominated through the above procedure, the company shall give additional shareholders – in order of voting power – the opportunity to nominate one member each until three members have been nominated. However, the company is not obliged to consult more than five additional shareholders. The members of the committee shall then 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 person nominated by the largest shareholder in terms of votes through the above nomination procedure shall be nominated as chair of the Nomination Committee unless the shareholders entitled to nominate agree that one of the other nominated members shall be proposed as chair of the Nomination Committee.

The above nomination procedure shall take into account that 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.

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

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**

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 the 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. Amendments to these instructions**

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