

Press release, 12 April 2016

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

**Attendo AB (publ) hereby gives notice of its Annual General Meeting to be held at 5:00 pm on Tuesday, 17 May 2016 at Viktor Rydbergs samskola, Viktor Rydbergs väg 2, Danderyd, Sweden. The convention hall opens for registration for the Annual General Meeting at 4:00 pm.**

### **Participation**

Shareholders are entitled to participate at the Annual General Meeting if they are entered in the share register maintained by Euroclear Sweden AB on Wednesday, 11 May 2016 *and* have notified the company of their intention to participate by Wednesday, 11 May 2016 in one of the following ways:

- on the website: [www.attendo.com/annual-general-meeting-2016](http://www.attendo.com/annual-general-meeting-2016)
- by telephone: 0771-24 64 00
- in writing to address: Computershare AB "Attendo AB's Annual General Meeting", Box 610, 182 16 Danderyd.

The notification must include the shareholder's name, personal ID number or company registration number, address, telephone number and any assistants. Shareholders represented by proxy should submit proxy forms well in advance of the meeting.

Personal data obtained from the share register maintained by Euroclear Sweden AB will be used for registration and preparing the voting register for the Annual General Meeting.

### **Nominee-registered shares**

In order to be entitled to participate at the Annual General Meeting, shareholders whose shares are registered in the name of a nominee through a bank or other nominee must request that they are entered in the share register maintained by Euroclear Sweden AB on Wednesday, 11 May 2016. Shareholders should 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 "Attendo AB's Annual General Meeting" Box 610, 182 16 Danderyd, Sweden, well in advance of the Annual General Meeting. Proxy forms can be found on Attendo's website, [www.attendo.com](http://www.attendo.com)

### **Right for shareholders to receive information**

Shareholders are reminded of their right to receive 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 "Attendo AB's Annual General Meeting" Box 610, 182 16 Danderyd, Sweden, or by email to: [attendoboard@attendo.com](mailto:attendoboard@attendo.com)

## Agenda

1. Election of the chairman 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. Resolutions to allocate the company's profit in accordance with the approved balance sheet and to determine a record date for dividends.
10. Resolution to discharge the Board Members and the CEO from liability.
11. Determination of:
  - A. The number of Board Members to be appointed at the Annual General Meeting.
  - B. The number of auditors and alternate auditors to be appointed at the Annual General Meeting.
12. Determination of:
  - A. Fees to be paid to the Board Members.
  - B. Fees to be paid to the auditors.
13. Election of the Chairman of the Board of Directors and other Board Members.
14. Election of auditors and alternate auditors.
15. Resolution to adopt guidelines for salaries and other remuneration for the CEO and other members of the Executive Management.
16. Resolution to adopt new instructions for the Nomination Committee.
17. Resolution regarding acquisitions and sales of the company's own shares.
18. Resolution to amend the articles of association.
19. Resolution to grant the Board of Directors the authority to issue new shares, whether applying or disapplying pre-emption rights for the company's shareholders.
20. Conclusion of the Annual General Meeting.

## Resolutions proposed by the Board of Directors

### **Item 9 – Dividends and record date**

The Board of Directors proposes that a dividend of SEK 0.54 per share shall be paid to the shareholders and that Thursday, 19 May 2016 shall be the record date for receipt of the dividend. If the shareholders decide to adopt the proposal at the Annual General Meeting, the dividend is expected to be paid by Euroclear Sweden AB on Tuesday, 24 May 2016.

### **Item 15 - Resolution to adopt guidelines for salaries and other remuneration for the CEO and other members of the Executive Management**

The Board of Directors proposes that guidelines for salaries and other remuneration for members of the company's Executive Management should entail that the remuneration is market-based to ensure that Attendo is able to attract and retain competent executives. The remuneration will be based on the individual's position, responsibilities and performance. The total remuneration package for members of the Executive Management comprises fixed salary, variable remuneration based on annual performance targets, long-term incentive programs and other benefits, such as non-monetary benefits, pensions and insurance. The remuneration package at Attendo will be competitive, but not market-leading.

### **Item 17 – The Board of Directors' proposed resolution regarding acquisitions and sales of the company's own shares**

#### ***Authority to buy and sell the company's own shares***

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 up to 400,000 shares in Attendo AB (publ) either on or outside Nasdaq Stockholm or pursuant to an offer to all of Attendo's shareholders. The authority may be exercised on one or more occasions up to the end of the Annual General Meeting 2017.

#### ***Sales of the company's own shares***

The Board of Directors also proposes that the shareholders adopt a resolution at the Annual General Meeting regarding the allotment of shares in Attendo, which Attendo acquires by virtue of the authority proposed above, to participants in Attendo's share savings program (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 SSP 2015, which was adopted at an extraordinary general meeting held in 2015, are met in a cost-effective manner.

### **Item 18 – Resolution to amend the company's articles of association**

The Board of Directors proposes that the shareholders adopt a resolution at the Annual General Meeting 2016 to amend the company's articles of association such that article 2 is amended in accordance with the underlined addition below.

Proposed amended wording of article 2:

#### **2. Registered office**

The registered office of the company shall be in the Municipality of Danderyd. General meetings may also be held in the Municipality of Stockholm.

## **Item 19 – Authority for the Board of Directors to issue new shares**

The Board of Directors proposes that the shareholders adopt a resolution at the Annual General Meeting granting the Board of Directors the authority, on one or more occasions, for the period until the end of the next Annual General Meeting, to issue new shares, either applying or disapplying shareholders' pre-emption rights.

The number of shares issued by virtue of the authority may not exceed an increase of ten (10) percent of the share capital based on the total share capital of the company on the date of the Annual General Meeting 2016.

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

Attendo AB (publ)'s Nomination Committee, which consists of chairman of the Nomination Committee Tomas Billing (Nordstjernan), Alireza Etemad (IK 2004-fonden and its advisor IK Investment Partners), Marianne Nilsson (Swedbank Robur Fonder), Adam Nyström (Didner & Gerge Fonder) and Anssi Soila (Pertti Karjalainen), as well as Chairman of the Board of Directors Erik Lautmann (co-opted), who together represented approximately 60 percent of the voting rights in respect of all of the shares in the company as at 31 December 2015, proposes the following.

### **Item 1 - Chairman of the Annual General Meeting**

Erik Lautmann is proposed as Chairman of the Annual General Meeting 2016.

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

The Nomination Committee proposes that the number of Board Members elected at the Annual General Meeting is increased from 8 to 10.

### **Item 11B - Number of auditors and alternate auditors**

The Nomination Committee proposes that a registered auditing firm shall be appointed as auditor.

### **Item 12A – Fees to the Board Members**

It is proposed that, as in the previous year, the following fees are paid to the Board of Directors and the auditor:

- Chairman of the Board of Directors: SEK 700,000
- Other Board Members not employed by the company: SEK 300,000

Therefore, it is proposed that total fees amounting to SEK 3,100,000 are paid to the Board of Directors.

It is proposed that, as in the previous year, the following fees are paid to the members of the committees of the Board of Directors:

- Chairman of the Audit Committee: SEK 150,000
- Other members of the Audit Committee: SEK 75,000
  
- Chairman of the Compensation Committee: SEK 100,000
- Other members of the Compensation Committee: SEK 50,000
  
- Chairman of the Investment Committee: SEK 150,000
- Other members of the Investment Committee: SEK 75,000

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

It is proposed that fees are paid to the company's auditors upon approval of their invoices.

## **Item 13 - Election of Board Members and the Chairman of the Board of Directors**

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

It is proposed that Catarina Fagerholm, Tobias Lönnevall and Anitra Steen are newly-elected as Board Members, and that Erik Lautmann, Mona Boström, Jan Frykhammar, Ulf Lundahl, Anssi Soila, Christoffer Zilliacus and Henrik Borelius (CEO) are re-elected as Board Members.

It is proposed that Erik Lautmann be re-elected as Chairman of the Board of Directors.

## **Item 14 – Election of auditors**

It is proposed that PricewaterhouseCoopers AB are re-elected as auditor for the period until the end of the Annual General Meeting 2017. Subject to the approval by the shareholders of the Nomination Committee's proposal at the Annual General Meeting, PricewaterhouseCoopers AB has stated that the authorized public accountant Patrik Adolfson will continue as auditor in charge.

## **Item 16 - Resolution to adopt revised instructions for the Nomination Committee**

The Nomination Committee proposes that a resolution shall be adopted to revise the company's instructions for the Nomination Committee, primarily comprising the cancellation of the specific instructions relating to the Annual General Meeting 2016 and the appointment of a new shareholder representative in the event of the occurrence of a significant change in ownership earlier than 31 January prior to the next Annual General Meeting. According to the proposal, the updated instructions for the Nomination Committee will apply until further notice.

## **Other information**

### **Shares and voting rights**

Attendo's share capital amounts to SEK 876,951.445796 divided into 160,000,000 shares. All shares are of the same class and one (1) share entitles the holder to one (1) vote at general meetings.

### **Majority rules**

The resolutions proposed by the Board of Directors in items 18 and 19 on 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 favour of the resolution. A resolution pursuant to item 17 on the agenda 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 favour of the resolution.

### **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 justified statements by the Nomination Committee regarding the proposed Board Members, and the Nomination Committee's complete proposals can be found on the company's website, [www.attendo.com](http://www.attendo.com), and will be sent free of charge to shareholders who request the company to do so.

Complete proposals and related documents regarding items 15, 16, 17, 18 and 19 on the agenda, concerning guidelines for salaries and other remuneration for members of the

Executive Management, the adoption of new instructions for the Nomination Committee, acquisitions and sales of the company's own shares, amendments to the company's articles of association, and authority for the Board of Directors to issue new shares, will be made available by the company and on the company's website, [www.attendo.com](http://www.attendo.com), and will be sent free of charge to shareholders who request the company to do so.

Accounting documents and the auditor's report, auditor's statement regarding the application of guidelines for salaries and other remuneration, and the statement by the Board of Directors pursuant to Chapter 19, section 22 of the Swedish Companies Act, will be made available by the company and on the company's website, [www.attendo.com](http://www.attendo.com), no later than on 26 April 2016, and will be sent free of charge to shareholders who request the company to do so.

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

**For further information, please contact:**

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**Attendo - the leading care and healthcare company in the Nordics**

*Attendo is the leading private provider of publicly financed care and healthcare services in the Nordic region. The company was founded in 1985 and was first to provide outsourced care for older people in Sweden. In addition to care for older people, Attendo provides care for people with disabilities, individuals and families, and, in Finland, healthcare and dental care. Attendo has 19 000 employees and is locally anchored with 510 operations in more than 200 municipalities in Sweden, Finland, Norway and Denmark. [www.attendo.com](http://www.attendo.com)*