



Instructions for the Nomination Committee at Attendo AB (publ) – item 16

The Nomination Committee proposes that the Annual General Meeting in Attendo AB (publ), resolves on the following instruction that shall applied until further notice. The Committee's main objective and responsibility is to present proposal for the nomination of Chairman, Members of the Board of Directors and auditors, and fees and other remuneration for board assignments to each of the Members of the Board of Directors and auditors.

Attendo's Nomination Committee shall consist of five members. The Chairman of the Board shall be co-opted on the Committee. The Chairman of the Board shall, when such ownership information as presented below is available, contact a representative for each of the five largest shareholders, each of whom shall have a right to appoint one member of the Committee.

The Members of the Committee shall represent the, as per August 31 the year before the Annual General Meeting, largest shareholders registered in the share register kept by Euroclear Sweden AB, and that wishes to participate in the Committee¹. At least one of the members shall be independent from the Company's largest shareholders as outlined in the Swedish Code of Corporate Governance.

If any of the five largest shareholders as described above refrain from appointing a member, or if an owner representative resigns or relinquishes the position before the assignment is complete, the Chairman of the Board of Directors shall request the next owner in size to within a period of fourteen days from the request appoint an owner representative. If, despite such request, fewer shareholder representatives have been appointed as of the January 31 the year for the next the Annual General Meeting, the Committee shall be able to constitute itself with these ordinary members.

The Members of the Committee shall be published no later than six month before the Annual General Meeting.

The Nomination Committee shall appoint the Chairman of the Committee. The Chairman shall not be a member of Attendo's Board of Directors.

In the event of a significant change of ownership earlier than the January 31 the year for the next the Annual General Meeting shall a new owner representative be appointed, by the Chairman of the Board contacts the shareholder, who after this change has become one of the five largest owner and that doesn't have a representative in the Committee, and encourage this shareholder to appoint one member. This member, shall when appointed, replace the representative that no longer represent the largest shareholders.

The Committee shall accomplish their duties in accordance with the Swedish Code of Corporate Governance. The Members of the Committee are not entitled to any remuneration from the Company for the Committee work

¹ The shareholding statistics used shall be sorted by voting power (grouped by owners) and cover the 25 largest in Sweden direct registered shareholders, i.e. shareholders having registered an account with Euroclear Sweden AB in their own name or shareholders holding a custody account with a nominee that have reported the identity of the shareholder to Euroclear Sweden AB.



The Nomination Committee's duties

The Nomination Committee shall:

- Represent the owners of the Company in questions within the scope of the assignments of the Committee.
- Evaluate to what extent the Board of Directors satisfies requirements based on the Company's business, future development and independence criteria, i.e. by reviewing the results from the Board of Directors' evaluation.
- Establish requirement profiles for Members of the Board of Directors and board committees.
- Evaluate the appropriate number of Members for the Board of Directors and board committees.
- Present proposal for the remuneration and other compensation for the Board of Directors.
- When necessary, follow a systematic process to find new candidates.
- Communicate with the Audit Committee and when applicable, considering proposals for auditor(s) and their remuneration.
- Publish proposals in the notice for the Annual General Meeting and on the Company's website.
- Present proposal for election of Chairman at the Annual General Meeting.
- Attend, present and motivate its proposals at the Annual General Meeting.
- Annually review and update its instruction for publication on the Company's website. The review shall ensure the assignment is carried out in accordance with the Swedish Code of Corporate Governance.
- Further, in performing its duties, it is important that each Member of the Committee develops and maintains his or her knowledge and understanding of the Committee's responsibilities and of the Company's business and operations.
- The Committee shall regularly update and report to the shareholders that nominated the Committee.



Members of the Nomination Committee

- The Annual General Meeting shall decide upon the Committee's instruction, by which the Members of the Committee are nominated.
- The Chairman of the Committee shall, if the Members of the Committee unanimously do not agree otherwise, be the member that represents the shareholder that controls the largest number of votes.
- In case of equal votes in the Committee, the Chairman of the Committee shall have the casting vote. The Chairman of the Committee must not be the Chairman or a Member of the Board of Directors of the Company.
- The Committee shall consist of such number of members as decided upon the Annual General Meeting as mentioned above and according to the Swedish Code of Corporate Governance.
- The majority of the Members of the Committee are to be independent of the Company and its Executive Management.
- The majority of the Members of the Committee shall not be Members of the Company's Board of Directors. The Members of the Company's Executive Management may not be Members of the Committee.

Nomination Committee meetings

- The Committee shall meet as often as necessary in order to fulfil its duties and responsibilities. The planning of meetings shall take into consideration the timing of the Annual General Meeting.
- Meetings are to be convened by the Chairman of the Committee. The Chairman shall circulate an agenda one week before the Committee meeting. Minutes of the meetings shall be kept by the secretary of the Committee and be circulated within two weeks after a Committee meeting.

Information on Attendo's website

Attendo shall present the Committees proposal at the website www.attendo.com. The website shall also contain this instruction, the name of the Members of the Committee, the name of the shareholders which the Members of the Committee represent, and an e-mail address where shareholders can send proposals to the Committee.

Nomination Committee in Attendo AB (publ)

Danderyd, april 2016