

## **Instruction for the Nomination Committee at Attendo AB (publ) – item 19**

The Nomination Committee proposes that the Annual General Meeting in Attendo AB (publ) 2017, resolves on the following instruction that shall be applied until further notice. The Committee's main objective and responsibility is to present proposals for the nomination of Chairman, Members of the Board of Directors, and auditors of Attendo, and fees and other remuneration to each of the Members of the Board of Directors and auditors.

The Nomination Committee's proposal shall be sent to the Company no later than six weeks ahead of the Annual General Meeting, through the Chairman of the Board, and be designed so that the requirements in both the Annual Accounts Act and, as a main rule, the Swedish Code of Corporate Governance can be adhered to. All information regarding potential new Board Members shall be enclosed to the proposal.

### **Nomination Committee's composition**

- The Annual General Meeting shall decide upon the Committee's instruction, and appoint Members of the Nomination Committee and its Chairman.
- Attendo's Nomination Committee shall consist of four members. In addition to those four members, the Chairman of the Board shall be co-opted on the Committee. The Annual General Meeting shall appoint the Nomination Committee and its Chairman for a period until the next Annual General Meeting.
- At a Member of Committee's resignation or death during the period until the next Annual General Meeting, the Committee's duties shall be fulfilled by the remaining Members. If there are less than two Members of the Committee, a new Committee shall be appointed by representatives from the largest shareholders registered in the share register kept by Euroclear Sweden AB, as per the end of the month by which the Nomination Committee comprised less than two Members, and that wishes to participate in the Committee.<sup>1</sup>
- The Committee shall perform 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.

### **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.
- In case of equal votes in the Committee, the Chairman of the Committee shall have the casting vote.
- Meetings are to be convened by the Chairman of the Committee. The Chairman shall distribute an agenda at least one week before the Committee meeting. Minutes of the meetings shall be kept by the secretary of the Committee and be distributed within two weeks after a Committee meeting. The minutes shall be verified by the Chairman of the Committee and the Member that is appointed.

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<sup>1</sup> 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.
- Evaluate the appropriate number of Members for the Board of Directors.
- 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, consider 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 the following years' Nomination Committee. The review shall ensure that the assignment is carried out in accordance with the Swedish Code of Corporate Governance.
- 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.

**Information on Attendo's website**

Attendo shall present the Committees proposal at the website [www.attendo.com](http://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 have been appointed by, and an e-mail address where shareholders can send proposals to the Committee.

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Danderyd, March 2017  
Attendo AB (publ)  
*Nomination Committee*