

## **Proposal by the Board of Directors regarding a resolution to adopt guidelines for salaries and other remuneration for the CEO and other members of Executive Management – item 15**

These principles for remuneration shall be applied to Attendo's Executive Management. The remuneration to Executive Management shall be market based to ensure that Attendo can attract and retain competent executives. Remuneration shall be based on the individual's position, responsibilities, and performance. Total remuneration to the Executive Management comprise of fixed salary, variable salary based on annual performance targets, long-term incentives, and other benefits such as non-monetary benefits, pensions, and insurances. The remuneration level within Attendo shall be competitive but not market leading. To ensure that it is competitive, benchmarking is performed on a regular basis.

### **Fixed and variable remuneration**

Fixed salary shall be competitive and based on the executives responsibilities. Executive Management is also entitled to variable salary in addition to the fixed salary.

Variable salary is received if certain annual performance targets are fulfilled. The variable compensation to the CEO may amount to a maximum of 75 percent of the fixed annual salary and to the other members of Executive Management between 45-50 percent of fixed annual salary. The variable compensation shall be based on the Executive's performance on financial goals in combination with qualitative targets, set out by the Board. Members of Executive Management with an operational responsibility have targets related to for example quality, customer and employee satisfaction. Variable compensation is based on the financial performance for the Group, the performance for the respective Business Area, and individual qualitative targets.

### **Long-term incentive plan**

Attendo has a culture that promotes long term perspective and a spirit of ownership and responsibility. The Board of Directors will propose a share based long-term incentive plan to the Annual General Meeting.

As previously decided, Attendo shall be able to pay remuneration in cash to Executives related to long-term acquisitions of shares and share-related instruments. Attendo shall therefore and during a period of three years, until 2021, in addition to the maximum remuneration in accordance with these guidelines, be able to pay remuneration to Executives related to such acquisitions. The remuneration shall not exceed 25 percent of the period's fixed remuneration.

### **Non-monetary benefits**

Non-monetary benefits, such as car or health insurance can be provided in accordance with the normal practice in the respective country. These benefits shall not be a significant part of the total remuneration.

### **Post-employment benefits**

Pension benefits shall be competitive and reflect the ordinary practice and accepted levels in the country where the executive is employed.

### **Notice of termination and severance pay**

The termination period for the CEO is 6 months with an additional 6 months severance pay if the employment is terminated by the company. The termination period for other members of Executive Management is 6 months with an additional 6 months severance pay if the employment is terminated by the company.

Attendo's Executive Management has a non-compete and non-solicitation clause which is in effect for 12 months after termination of the employment, where Attendo may be required to compensate for the months where the executive is prohibited from accepting a competitive assignment.

**Deviations to the remuneration guidelines**

The Board of Directors can, under special circumstances, deviate from these guidelines.

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Danderyd, March 2019  
Attendo AB (publ)  
*The Board of Directors*