

Proposal by the Board of Directors for a resolution granting the Board of Directors the authority to resolve on the acquisition and transfer of the company's own shares – item 18

The Board of Directors proposes that the shareholders adopt a resolution at the Annual General Meeting granting the Board of Directors the authority to resolve on the acquisition and transfer of shares in Attendo AB (publ) ("Attendo" or the "Company").

Purpose

The purpose of the proposal is to give the board of directors wider freedom of action and possibility to continuously adapt the Company's capital structure and thereby contribute to increased shareholder value and capture attractive business opportunities through, in whole or partially, financing company acquisitions with own shares, and to secure social security contributions under Attendo+ 2018, Attendo+ 2017 and Attendo+ 2016 (SSP 2015).

Authority to resolve on purchase and transfer of own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, during a period until the next Annual General Meeting, resolve upon acquisition and transfer of own shares, whereby the following conditions shall apply:

1. Shares in Attendo may only be acquired through trading on Nasdaq Stockholm (the "Stock Exchange") or through an offer made to all of Attendo's shareholders.
2. The Company may not acquire so many shares that the Company's holding of own shares after the acquisition, including shares that have otherwise been acquired and are held, at any given time exceeds ten (10) percent of all the shares in the Company.
3. Shares may only be acquired on the Stock Exchange at a price within the spread registered on the Stock Exchange from time to time, meaning the spread between the highest bid price and the lowest ask price.
4. Acquisition of shares pursuant to an offer made to all of Attendo's shareholders may only be made at a price which, at the time of the offer, is not below the market value of the shares and does not exceed the market value by over 30 percent.
5. In accordance with this authorisation the Company may transfer maximum all own shares held at the time of the Board of Directors' resolution to transfer shares, except for own shares held for transfer under Attendo+ 2019, Attendo+ 2018, Attendo+ 2017, or Attendo+ 2016 (SSP 2015) which cannot be transferred pursuant to this authorisation.
6. Shares may only be transferred on the Stock Exchange at a price per share within the spread registered on the Stock Exchange from time to time, meaning the spread between the highest bid price and the lowest ask price.
7. Shares in the Company may also be transferred outside the Stock Exchange in connection with company acquisitions, whether applying or disapplying shareholders' pre-emption rights and by way of cash consideration, non-cash consideration, or set-off. Such transfer may take place at a price or value of assets received equal to the price of the shares on the Stock Exchange at the time of the transfer, subject to any deviation the Board of Directors deems appropriate.
8. The authority may be exercised on one or more occasions up to the end of the Annual General Meeting 2020.

The statement of the Board of Directors pursuant to Chapter 19, section 22 of the Swedish Companies Act is appended.

A resolution according to item 18 of 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 favor of the proposal.

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

Statement by the Board of Directors of Attendo AB (publ) pursuant to Chapter 19, section 22 of the Swedish Companies Act – item 17 and 18

Financial position of Attendo and the Attendo Group

The financial position of Attendo and the Attendo Group as of 31 December 2018 is stated in the annual report for the financial year 2018. The annual report also sets out the principles applied for valuing assets, provisions, and liabilities. Under the proposed acquisition of own shares, the Board of Directors will be granted the authority to acquire maximum so many shares that the company's holding of own shares, including shares that have been acquired and are held, at any given time amounts to a maximum of ten (10) percent of all the shares in the Company.

Justification for the authority to acquire own shares

As of 31 December 2018, the Group's equity relating to the ultimate parent company's shareholders amounted to SEK 6,211 million and the ultimate parent company's unrestricted equity amounted to SEK 6,074 million. In light of the above and other matters known to the Board of Directors, the Board of Directors is of the view that the proposed authority to acquire own shares is justifiable with respect to the requirements that the nature, scope, and risks associated with the business imposes on the size of the Company's and the Group's equity, and based on the Company's and the Group's needs to strengthen their balance sheets, and their liquidity, and financial position in general. With respect to this matter, the proposed cash dividend of SEK 0.60 per share has been taken into consideration.

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