

Press release, 12 March 2018

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

*Attendo AB (publ) gives notice of its Annual General Meeting to be held at 5:00pm on Thursday, 12 April 2018 at Danderyds gymnasium, Rinkebyvägen 4, Danderyd, Sweden. The convention hall opens for registration to the Annual General Meeting at 4:30pm and before the Annual General Meeting begins coffee and cake is served.*

### **Participation**

Any person is entitled to participate at the Annual General Meeting if they are entered in the share register maintained by Euroclear Sweden AB on Friday, 6 April 2018; and have notified the company of their intention to participate at the latest on Friday, 6 April 2018 in one of the following ways:

- through the website: [www.attendo.com](http://www.attendo.com)
- by telephone: +46 771-24 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 potential 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 preparation of 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 Friday, 6 April 2018. 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 are available at 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. Opening of the meeting and 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 dividend.
10. Resolution to discharge the Board Members and the CEO from liability.
11. Determination of:
  - A. The number of Board Members to be appointed by the Annual General Meeting.
  - B. The number of auditors and alternate auditors to be appointed by the Annual General Meeting.
12. Determination of:
  - A. The fees to be paid to the Board Members.
  - B. The fees to be paid to the auditors.
13. Election of 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 grant the Board of Directors the authority to issue new shares, whether applying or disapplying pre-emption rights for the company's shareholders.

17. Resolutions regarding
  - A. Adoption of share savings program, Attendo+ 2018.
  - B. Acquisition and transfer of the company's own shares.
  - C. The entering into a share swap agreement with third party.
18. Resolution regarding authority for the Board of Directors to resolve upon acquisition and transfer of the company's own shares.
19. Election of members of the Nomination Committee.
20. Closing of the Annual General Meeting.

## **Resolutions proposed by the Board of Directors**

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

The Board of Directors proposes that a dividend of SEK 1.27 per share shall be paid to the shareholders and that Monday, 16 April 2018 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 Thursday, 19 April 2018.

### **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 shall be based on the individual's position, responsibilities, and performance. Total remuneration 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 level within Attendo shall be competitive but not market leading.

### **Item 16 – Authority for the Board of Directors to issue new shares, whether applying or disapplying pre-emption rights for the company's shareholders**

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.

If the Board of Directors resolves to issue new shares disapplying the shareholders' pre-emption rights, the reason for this must be to provide the company with new owners of strategic importance to the company or in order to implement an acquisition agreement, or, alternatively, to procure capital for such acquisition.

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 share capital of the company on the date of the Annual General Meeting 2018.

**Item 17 – Resolutions regarding adoption of share savings program, Attendo+ 2018, acquisitions and transfer of the company's own shares and the entering into a share swap agreement with third party**

***A. Resolution regarding adoption of share savings program, Attendo+ 2018***

The Board of Directors proposes that the Annual General Meeting resolves to implement a long-term share savings program (Attendo+ 2018). The Board of Directors wishes to establish a long-term incentive program for certain key employees to increase and enhance its ability to recruit, retain, and motivate employees, and to encourage personal long-term ownership of Attendo shares. Participation in the program requires that the participant acquires and retains Attendo shares ("**Savings Shares**") during the whole vesting period. For each acquired Savings Share, the participant shall be entitled to, after the end of a vesting period and subject to the fulfilment of certain performance requirements, allotment of additional Attendo shares ("**Performance Shares**"). Allotment of Performance Shares to the participant shall be free of charge.

Acquisition of Savings Shares will be made through an up-front cash payment after launch in 2018, after which the investment will take place on one occasion as soon as is practicable.

On the basis of maximum participation and maximum fulfilment of performance requirements plus the current social security contributions, a maximum of 885,000 Attendo shares might be transferred to participants under Attendo+ 2018 and, to the extent social security contributions are financed, on Nasdaq Stockholm (the "**Stock Exchange**"). A participant's right to obtain allotment of Performance Shares is conditional upon the participant remaining as an employee in the Attendo Group during the whole vesting period up until allotment as well as the participant, during this period, has kept all Savings shares for any vesting period not yet ended.

Allotment of Performance Shares is dependent on the outcome of a range determined by the Board of Directors regarding the development of the Attendo Group's accumulated profit (EBITA) for the period 2018-2020.

Under the assumption of an investment at a stock price of SEK 80 at the share investments corresponding to the maximum investment amount for all categories, 50 percent of the maximum number of Performance Shares being allotted, and an annual increase of the stock price by 10 percent during the vesting period, the total cost for Attendo+ 2018, including social costs, is estimated to approximately SEK 25 million before tax, and considering estimated employee turnover. If the performance requirements are fully met and there is an absence of any employee turnover, the corresponding cost is estimated to approximately SEK 63 million before tax. Furthermore there are certain additional costs related to the administration of the program estimated to a maximum of SEK 5 million for the entire period.

***B. Resolution regarding acquisition and transfer of the company's own shares***

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, during a period until the next Annual General Meeting, resolve on acquisition of a maximum of 885,000 Attendo shares through trading on the Stock Exchange to enable transfer of own shares under Attendo+ 2018 in accordance with the below. Attendo shares acquired on the Stock Exchange may only be acquired 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.

The Board further proposes that the Annual General Meeting resolves that transfer of a maximum of 885,000 Attendo shares under Attendo+ 2018 may be carried out in accordance with conditions defined in the program. The number of shares is calculated on the basis of

maximum participation and maximum fulfilment of performance requirements plus the current social security contributions. Attendo shares may be transferred to the participants in Attendo+ 2018 and, to the extent social security contributions are financed, on the Stock Exchange. Share transfer to participants in Attendo+ 2018 should be free of charge and be carried out at the time and subject to the other conditions under which participants in Attendo+ 2018 have the right to be allotted shares.

**C. Resolution regarding the entering into a share swap agreement with third party**

In the event that necessary majority is not obtained for item B above (proposal on resolution regarding acquisitions and transfer of the company's own shares) the Board of Directors proposes that delivery of shares under Attendo+ 2018 shall be made through the entering into a share swap agreement with a third party.

**Item 18 – Resolution regarding authorization of the Board of Directors to resolve upon acquisition and transfer of 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, during a period until the next Annual General Meeting, acquire and transfer shares in Attendo on or outside Nasdaq Stockholm or through an offer made 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 2019.

The company may acquire maximum so many shares that the company's holding of own shares after the acquisition, 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. Transfer of shares in accordance with the authorization may be made of maximum all own shares held at the time of the Board of Directors' resolution to transfer shares, except for own shares held for the purpose of transfer of shares under Attendo+ 2018, Attendo+ 2017 or Attendo+ 2016 (SSP 2015).

The purpose of the proposal is to give the Board of Directors wider freedom of action and the possibility to continuously work with 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+ 2017 and Attendo+ 2016 (SSP 2015).

**Resolutions proposed by the Nomination Committee**

Attendo AB (publ)'s Nomination Committee, which consists of the Chairman of the Nomination Committee Tomas Billing (Nordstjernan), Anssi Soila (Pertti Karjalainen), Marianne Nilsson (Swedbank Robur Fonder) and Adam Nyström (Didner & Gerge Fonder), who together represent approximately 45 percent of the voting rights in respect of all of the shares in the company, proposes the following.

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

Ulf Lundahl is proposed as Chairman of the Annual General Meeting 2018.

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

The Nomination Committee proposes that the number of Board Members elected at the Annual General Meeting shall be six and that no alternate Board Members shall be appointed.

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

The Nomination Committee proposes that a registered auditing firm shall be appointed as auditor, without any alternate auditors.

**Item 12A – Fees to the Board of Directors**

It is proposed that the following fees shall be paid to the Board of Directors and the auditor:

- Chairman of the Board of Directors: SEK 900,000
- Other Board Members not employed by the company: SEK 335,000

It is proposed that the following fees shall be paid to the members of the committees of the Board of Directors (no change from previous year):

- 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 shall be paid to the company's auditors upon approval of their invoices.

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

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

Re-election of each of the Board Members Ulf Lundahl, Catarina Fagerholm, Tobias Lönnqvall, Anssi Soila and Anitra Steen, and election of Alf Göransson as Board Member. The Board Members Mona Boström and Henrik Borelius have announced that they will not be available for re-election.

It is proposed that Ulf Lundahl is elected as Chairman of the Board of Directors.

**Item 14 – Election of auditors**

In accordance with the Audit Committee's recommendation it is proposed that PricewaterhouseCoopers AB is re-elected as auditor for the period until the end of the Annual General Meeting 2019. Subject to the approval by the shareholders of the Nomination Committee's proposal at the Annual General Meeting, PricewaterhouseCoopers AB has stated that authorised public accountant Patrik Adolfson will continue as auditor-in-charge.

**Item 19 – Election of members of the Nomination Committee**

Shareholders representing approximately 45 percent of the voting rights in respect of all of the shares in the company proposes the following Nomination Committee: Tomas Billing (Nordstjernan), Anssi Soila (Pertti Karjalainen), Marianne Nilsson (Swedbank Robur Fonder), and Adam Nyström (Didner & Gerge Fonder) with Tomas Billing as Chairman of the Nomination Committee.

## Other information

### Shares and voting rights

Attendo's share capital amounts to SEK 882,065.71 divided into 160,933,098 shares. All shares are of the same class and one (1) share entitles the holder to one (1) vote at general meetings. Attendo holds, as per 12 March 2018 519,471 own shares, which cannot be represented at the general meeting.

### Majority rules

The resolutions proposed by the Board of Directors in items 16 and 18 on the agenda will only be validly adopted if shareholders holding no less than two thirds (2/3) of both the votes cast and the shares represented at the meeting vote in favour of the resolution. A resolution pursuant to item 17B on the agenda will only be validly adopted if shareholders holding no less than nine tenths (9/10) 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, and 18 on the agenda, concerning guidelines for salaries and other remuneration for the CEO and other members of the Executive Management, authority for the Board of Directors to issue new shares, shares savings program, and authority for the Board of Directors to resolve on acquisition and transfer of own 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 for the CEO and other members of the Executive Management, and the statement by the Board of Directors pursuant to Chapter 19, section 22 of the Swedish Companies Act, will be made available at the company and on the company's website, [www.attendo.com](http://www.attendo.com), no later than on 22 March 2018, and will be sent free of charge to shareholders who request the company to do so.

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Danderyd, March 2018  
Attendo AB (publ)  
*The Board of Directors*



**For further information, please contact:**

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*This information is information that Attendo AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 08.00 CET on 12 March 2018.*

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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 more than 24 000 employees and is locally anchored with over 700 operations in more than 200 municipalities in Sweden, Finland, Norway and Denmark. [www.attendo.com](http://www.attendo.com)*