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## **Nomination Committees' proposal for the Annual General Meeting in Attendo 2022 (including motivated opinion)**

### *Description of the nomination committee's work for the Annual General Meeting*

The Annual General Meeting 2021 elected the following members of the Nomination Committee: Peter Hofvenstam (nominated by Nordstjernan), Anssi Soila (nominated by Pertti Karjalainen), Niklas Antman (nominated by Inventive) and Marianne Nilsson (nominated by Swedbank Robur Fonder), with Peter Hofvenstam as Chair.

The Nomination Committee has, in accordance with the instructions adopted by the Annual General Meeting 2020 and the Swedish Corporate Governance Code, been appointed to prepare the following proposals for the Annual General Meeting 2022:

- Election of Chair of the Annual General Meeting
- Determination of number of Board Members to be appointed by the General Meeting and auditors
- Election of Chair of the Board of Directors and other members of the Board of Directors to be appointed by the General Meeting
- Resolution on Board fees, divided between Chair of the Board of Directors and other members of the Board of Directors and special fees for committee work
- Election of audit firm or auditor
- Resolution on fees to auditors, and
- Resolution on changes, if any, to the instruction for the Nomination Committee.

The Nomination Committee has held eight meetings and had a recurring dialogue between meetings.

The Nomination Committee has applied item 4.1 in the Code regarding diversity when preparing this proposal. This implies that the Nomination Committee has strived for a composition of the Board of Directors that is appropriate in regards to Attendo's operations, stage of development and conditions in general. The Nomination has also taken into account that the composition of the elected members of the Board of Directors should be diverse and provide width in terms of competence, experience and background.

The Nomination Committee further considers that it is important that the Board members have the time and attention required to fulfill the tasks as Board members in Attendo and the Nomination Committee has evaluated any other assignments outside of Attendo and the time such assignments require.

The Nomination Committee has obtained a presentation of the Board work from the Chair of the Board. The Nomination Committee has interviewed the Board and the overall evaluation of the Board work is that the Board is well-functioning.

The Nomination Committee has discussed the size and composition of the Board based on the Company's situation and development opportunities. In general, the Nomination Committee considers the competence of the Board as good. The Nomination Committee intends to maintain the Board diversity and width.

In relation to the Nomination Committee's proposal for election of auditors and fees to auditors, the Nomination Committee has been in dialogue with the Chair of the Audit Committee to understand the Audit Committee's assessment of the quality and effectiveness of the auditor's work. The Nomination Committee's proposals for election of auditor and resolution on fees to auditor are in line with the recommendation of the Audit Committee.

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#### *The Nomination Committee's assessment of the proposed composition of the Board of Directors*

According to the Nomination Committee's opinion, the proposed Board consists of a well-balanced group of individuals in terms of competence, experience and width of different qualifications that in total complete each other. The Nomination Committee's proposal means that 43 percent of the number of Board members appointed by the general meeting are women. The Nomination Committee has assessed that the proposed Board members have enough time to fulfill their tasks as Board members in Attendo.

#### *The Nomination Committee's assessment of the proposed Board members' independence*

Based on the applicable Swedish rules for independence, the Nomination Committee has assessed the independence of the proposed Board members in relation to Attendo and the management as well as in relation to Attendo's larger shareholders, respectively:

- The Nomination Committee considers that all of the proposed Board members are independent in relation to Attendo and the company's management.
- The Nomination Committee considers that all of the proposed Board members, except for Anssi Soila and Tobias Lönnevall, are independent in relation to Attendo's larger shareholders. Anssi Soila is not independent as he works together with Pertti Karjalainen. Tobias Lönnevall is not independent as he is employed by Attendo's largest shareholder Nordstjernan.

#### *The Nomination Committee's assessment of the proposed Board fees*

The Nomination Committee considers that it is important that the Board fees (including special fees for committee work) is on a level that enables recruiting and retaining high and international competitive competence to the Board of Attendo. The Nomination Committee have compared the Board fees in Attendo with Board fees among comparable companies on Nasdaq Stockholm. Based on this, the Nomination Committee concludes that, in comparison to other companies of the same size and complexity, the proposed fees for Board and committee work are in line with market practice and deemed reasonable.

#### *The Nomination Committee's proposals for the Annual General Meeting 2022*

The Nomination Committee proposes that the number of Board Members elected at the Annual General Meeting shall be seven ordinary Board members, with no alternate members.

For the period until the end of the next Annual General Meeting, the Nomination Committee proposes re-election of Margareta Danelius (Board member since 2021), Catarina Fagerholm (Board member since 2016), Alf Göransson (Board member since 2018), , Tobias Lönnevall (Board member since 2016), Suvi-Anne Siimes (Board member since 2020) and Anssi Soila (Board member since 2007). Ulf Lundahl has declined re-election.

The Nomination Committee proposes the Ulf Mattsson is elected as new Chair of the Board. Ulf Mattsson has broad experience in the health and medical care sector with positions as both Chairman of the Board and CEO. Ulf Mattsson is currently Chair of the board of VaccinDirekt, Eltel and Prima Vård and a Board member of Addtech. Previous positions include the assignment as Chair of the Board of Securitas Direct and AcadeMedia as well as the position as CEO of Capio, Gambro and Mölnlycke Health Care. The Nomination Committee would also like to thank Ulf Lundahl for his important contribution to the Board over a long period.

Information on the other proposed Board members are available on Attendo's website: <https://www.attendo.com/en/corporate-governance/board-of-directors/>.

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*Fees to the Chair of the Board and other members of the Board of Directors*

The Nomination Committee proposes that Board fees should be paid in an amount of in aggregate SEK 3,100,000, whereof SEK 1,000,000 to the Chair of the Board and SEK 350,000 to the other elected Board members respectively, i.e. unchanged fees per Board member.

The Nomination Committee also proposes that a special fee to members of the Audit Committee shall be paid in an amount of SEK 200,000 to the Chair of the Committee and SEK 85,000 to a maximum of two other members of the Committee, i.e. unchanged fees.

The Nomination Committee further proposes that a special fee to members of the Compensation Committee shall be paid in an amount of SEK 100,000 to the Chair of the Committee and SEK 50,000 to a maximum of two other members of the Committee, i.e. unchanged fees.

*Election of, and fees to, auditors*

The Nomination Committee proposes that the number of auditors shall be a registered audit firm, with no alternate auditor.

Attendo has, on behalf of the company's Board of Directors and its Audit Committee, carried out an audit procurement based on a tender procedure. The participants in the tender procedure consisted of KPMG, PwC and EY. Other audit firms were also given the opportunity to participate. In an overall assessment, where special emphasis was placed on network and local presence, working methods and audit approach, composition of team and fee level, the audit committee has concluded that PwC best meets Attendo's requirements and needs. The Nomination Committee therefore proposes re-election of the audit firm PwC (Öhrlings PricewaterhouseCoopers AB) for the period until the end of the 2023 Annual General Meeting. Provided that the Annual General Meeting approves the Nomination Committee's proposal, PwC has informed the Nomination Committee and the company that the authorized public accountant Erik Bergh will be appointed as the auditor-in-charge.

Further, the Nomination Committee proposes that fees are paid to the company's auditors upon approval of their invoices, in accordance with past practice.

*The Nomination Committee's proposals for Chair at the Annual General Meeting 2022*

The Nomination Committee proposes that Erik Sjöman, Attorney at Vinge (or if he is prevented, the person or persons instead appointed by the Nomination Committee), is elected as Chair of the Annual General Meeting 2022.

*Election of members of the Nomination Committee*

Attendo's larger shareholders have notified the Nomination Committee that they intend to propose that the Annual General Meeting elects Peter Hofvenstam (nominated by Nordstjernan), Anssi Soila (nominated by Pertti Karjalainen), Niklas Antman (nominated by Incentive) and Marianne Nilsson (nominated by Swedbank Robur Fonder), with Peter Hofvenstam as Chair of the Nomination Committee. The shareholders who have nominated members to the Nomination Committee represent approximately 42 percent of the shares and votes in Attendo.

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*Instruction for the Nomination Committee*

The Nomination Committee has resolved not to propose any amendments to the instruction for the committee adopted at the 2020 Annual General Meeting, which shall be in force from the adoption according to the general meeting's resolution.

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NOMINATION COMMITTEE