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## **The Nomination Committees' proposal for the Annual General Meeting 2025 of Attendo (including motivated opinion)**

### **Description of the Nomination Committee's work ahead of the Annual General Meeting**

The Annual General Meeting 2024 of Attendo (the “**Company**”) elected the following members of the Nomination Committee: Peter Hofvenstam (nominated by Nordstjernan), Niklas Antman (nominated by Incentive) and Anssi Soila (nominated by Pertti Karjalainen), with Peter Hofvenstam as Chair.

The Nomination Committee has, in accordance with the instructions adopted by the Annual General Meeting 2024 and the Swedish Corporate Governance Code, been appointed to prepare the following proposals for the Company's Annual General Meeting 2025:

- Election of Chair of the Annual General Meeting
- Election of Chair of the Board and other members of the Board of Directors
- Resolution on Board fees, divided between the Chair and the other members of the Board of Directors and any fees for committee work
- Election of, and resolution on fees to, auditor
- Election of members of the Company's Nomination Committee for the period from the end of the Annual General Meeting until a new Nomination Committee is elected
- Resolution on changes of the instruction for the Nomination Committee

The Nomination Committee has held four (4) meetings and moreover conducted interviews with the Board, the CEO and potential candidates. In addition hereto, the Nomination Committee has had continuous contacts via e-mail and telephone.

The Nomination Committee has applied item 4.1 in the Swedish Corporate Governance 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 the Company's operations, stage of development and conditions in general, as well as provides diversity and width in terms of the competence, experience and background of the members elected by the Annual General Meeting. A balanced gender distribution shall be pursued.

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

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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 of Directors is well-functioning.

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

In relation to the Nomination Committee's proposal for election of auditor and fees to the auditor, the Nomination Committee has been in dialogue with the Chair of the Audit Committee to take part of 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.

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

According to the Nomination Committee's opinion, the proposed Board of Directors has an appropriate composition in regards to the Company's operations, stage of development and conditions in general, as well as provides diversity and width in terms of the proposed members' competence, experience and background. The Nomination Committee's proposal means that 38 per cent of the number of Board members appointed by the General Meeting are women and 62 per cent are men. The Nomination Committee continuously pursues a more balanced gender distribution in the Board of Directors. Further, the Nomination Committee has assessed that the proposed Board members have enough time to fulfill their tasks as Board members in the Company.

### **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 the Company and the management as well as in relation to the Company's larger shareholders, respectively:

- The Nomination Committee considers that all of the proposed Board members are independent in relation to the Company and the Company's management.
- Tobias Lönnevall is presently not independent considering his employment with the Company's largest shareholder, Nordstjernan, but will take on a new position as CEO of Gullringsbo Egendomar. Nora F. Larssen is not independent in relation to the Company's largest shareholder considering her other assignments with companies within the Nordstjernan group. Although Hugo Lewné is the CEO of Prima Vård AB, in which Nordstjernan has a majority shareholding, the Nomination Committee considers him to be independent in that he is the founder of the company and has a substantial shareholding that makes him independent in relation to 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 the Company. The Nomination Committee has interviewed the Chair of the Board about the extent and complexity of the Board work and compared the Board fees in the Company with Board fees among companies on Nasdaq Stockholm with a comparable

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size and complexity. Based on this, the Nomination Committee concludes that, in comparison to

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other companies of the same size and complexity, the proposed fees for Board and committee work are deemed reasonable.

### **The Nomination Committee's proposal for Chair at the Annual General Meeting 2025**

The Nomination Committee proposes that Ulf Mattsson (or, in his absence, the person designated by the Nomination Committee) is elected as Chair of the Annual General Meeting 2025.

### **The Nomination Committee's proposals for the Board of Directors to the Annual General Meeting 2025**

The Nomination Committee proposes that the Annual General Meeting elects eight (8) 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 the members Catarina Fagerholm (Board member since 2016), Tobias Lönnevall (Board member since 2016), Ulf Mattsson (Chairman of the Board since 2022), Suvi-Anne Siimes (Board member since 2020), Per Josefsson (Board member since 2023), Nora F. Larssen (Board member since 2023) and Antti Ylikorkala (Board member since 2023) and election of Hugo Lewné as a new member of the Board.

The Nomination Committee proposes re-election of Ulf Mattsson as Chair of the Board.

Information about the Board members proposed to be re-elected is available on the Company's website: <https://www.attendo.com/en/corporate-governance/board-of-directors/> and information about the new proposed board member is included below.

#### **Hugo Lewné**

Year of birth: 1978

Education and work experience: MSc Business and Economics. Founder and CEO of the Prima Vård group since 2009. Previous positions – Fund Manager, Swedbank Robur, Fund Manager, SEB Investment Management and Fund Manager, Alfred Berg Kapitalförvaltning

Other significant assignments: CEO of the Prima Vård group.

Prima Vård is a healthcare company comprising of approximately 150 local units founded by Hugo Lewné and his father. The company has approximately 500,000 listed patients in half of Sweden's regions. Since 2018, Nordstjernan is the main owner with Hugo Lewné as a minority owner.

Attendo holdings: 0

### **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 3,740,000 (earlier SEK 3,193,000), whereof SEK 1,080,000 to the Chair of the Board, i.e. an increase of SEK 50,000, and SEK 380,000 to the other elected Board members respectively, i.e. an increase of SEK 19,500.

The Nomination Committee proposes that a special fee to members of the Audit Committee shall be paid in an amount of SEK 216,000 to the Chair of the Committee and SEK 92,000 per member, i.e. an increase of SEK 10,000 and 4,500, respectively.

The Nomination Committee proposes that a special fee to members of the Compensation Committee shall be paid in an amount of SEK 108,000 to the Chair of the Committee and SEK 54,000 per member, i.e. an increase of SEK 5,000 and 2,500, respectively.

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### **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.

The Nomination Committee proposes re-election of the audit firm PwC as auditor for the period until the end of the next 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.

The Nomination Committee proposes that the fee to the auditor is paid upon approval of invoices.

The proposal is in line with the recommendation from the Audit Committee.

### **Election of members of the Nomination Committee**

The Company's larger shareholders have notified the Nomination Committee that they intend to propose that the Annual General Meeting elects Peter Hofvenstam (nominated by Nordstjernan), Niklas Antman (nominated by Incentive), Anssi Soila (nominated by Pertti Karjalainen) and Bo Börtemark (nominated by Jofam) as members of the Nomination Committee, with Peter Hofvenstam as Chair of the Nomination Committee. The shareholders proposed to be represented in the Nomination Committee represent approximately 35.12 per cent of the shares and 35.12 per cent of the votes in the Company.

### **Instruction for the Nomination Committee**

The Nomination Committee has resolved not to propose any amendments to the instruction for the Nomination Committee that was adopted by the Annual General Meeting 2024, which according to the resolution of the Annual General Meeting is valid until further notice.

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NOMINATION  
COMMITTEE