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## **The Nomination Committees' proposal for the Annual General Meeting 2026 of Attendo (including motivated opinion)**

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

The Annual General Meeting 2025 of Attendo (the “**Company**”) elected 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.

Following the Annual General Meeting 2025, Pertti Karjalainen has replaced Anssi Soila as member of the Nomination Committee. Furthermore, following Nordstjernan's divestment of its shareholding in the Company, Peter Hofvenstam has resigned from the Nomination Committee and Pertti Karjalainen has been appointed Chair of the Nomination Committee.

In preparation for the Annual General Meeting 2026, the Nomination Committee has thus consisted of Pertti Karjalainen (Chair), Niklas Antman (nominated by Incentive) and Bo Börtemark (nominated by Jofam).

In accordance with the instruction adopted by the Annual General Meeting 2025 and the Swedish Corporate Governance Code, the Nomination Committee has prepared proposals for the Annual General Meeting 2026 regarding:

- 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 remuneration, divided between the Chair and the other members of the Board and remuneration for committee work
- Election of, and remuneration to, auditor
- Resolution on updated instruction for the Nomination Committee

The Nomination Committee has held five (5) meetings and conducted interviews with members of the Board of Directors, the CEO and other relevant parties. In addition to this, the Nomination Committee has maintained continuous contact via e-mail and telephone.

The Nomination Committee has applied Rule 4.1 of the Swedish Corporate Governance Code regarding diversity. The Committee has sought to ensure that the proposed Board composition is appropriate in relation to the Company's operations, stage of development and overall circumstances, and that it provides diversity and breadth in terms of competence, experience and background. A balanced gender distribution has been taken into account. The Nomination Committee has also considered the time required for Board assignments and evaluated other assignments held by each proposed Board member.

The Nomination Committee has received a presentation of the Board's work from the Chair of the Board and has taken part of the Board evaluation. The overall assessment is that the Board's work is well-functioning and effective.

The Nomination Committee has carefully considered the size and composition of the Board in connection with Suvi-Anne Siimes and Tobias Lönnevall declining re-election. The Nomination Committee's assessment is that the Board's work is well-functioning and that the Company's needs are well met with a Board

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consisting of six members. The proposed reduction therefore reflects a considered adjustment of the Board's size in light of the current circumstances.

With respect to the proposal regarding election of auditor and remuneration to the auditor, the Nomination Committee has been in dialogue with the Chair of the Audit Committee to take part in the Committee's assessment of the quality and effectiveness of the auditor's work. The proposals are in line with the recommendation of the Audit Committee.

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

In the opinion of the Nomination Committee, the proposed Board of Directors has an appropriate composition in relation to the Company's operations, stage of development and overall circumstances and provides diversity and breadth in terms of competence, experience and background. The Nomination Committee's proposal entails that 33 per cent of the Board members elected by the General Meeting are women and 67 per cent are men. The Nomination Committee will continue to prioritise diversity, including gender balance, in its future succession planning.

The Nomination Committee has assessed that the proposed Board members have sufficient time to devote to their assignments in the Company.

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

Based on the independence criteria set out in the Swedish Corporate Governance Code, the Nomination Committee has assessed the independence of the proposed Board members in relation to the Company and its management as well as in relation to the Company's major shareholders.

- The Nomination Committee considers that all proposed Board members are independent in relation to the Company and the Company's management.
- The Nomination Committee further considers that all proposed Board members are independent in relation to the Company's major shareholders.

### **The Nomination Committee's proposal for Chair of the Annual General Meeting 2026**

The Nomination Committee proposes that Ulf Mattsson (or, in his absence, the person designated by the Nomination Committee) be elected Chair of the Annual General Meeting 2026.

### **The Nomination Committee's proposals for the Board of Directors to the Annual General Meeting 2026**

The Nomination Committee proposes that the Annual General Meeting elect six (6) 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:

- Catarina Fagerholm (Board member since 2016)
- Ulf Mattsson (Chair of the Board since 2022)
- Per Josefsson (Board member since 2023)

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- Nora F. Larssen (Board member since 2023)
- Antti Ylikorkala (Board member since 2023)
- Hugo Lewné (Board member since 2025)

Suvi-Anne Siimes and Tobias Lönnevall have declined re-election. The Nomination Committee wishes to express its sincere appreciation for their valuable contributions to the Board's work.

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

Information about the proposed Board members is available on the Company's website.

### **Board remuneration**

The Nomination Committee proposes that total Board remuneration shall amount to SEK 3,200,000 (previously SEK 3,740,000), of which:

- SEK 1,150,000 to the Chair of the Board (increase of SEK 70,000)
- SEK 410,000 to each of the other Board members elected by the General Meeting (increase of SEK 30,000)

The reduction in total Board remuneration compared to the previous year is attributable to the proposed reduction in the number of Board members.

The Nomination Committee proposes that remuneration for Audit Committee work shall be:

- SEK 225,000 to the Chair of the Audit Committee (increase of SEK 9,000)
- SEK 95,000 per other member (increase of SEK 3,000)

The Nomination Committee proposes that remuneration for Compensation Committee work shall be:

- SEK 112,000 to the Chair of the Compensation Committee (increase of SEK 4,000)
- SEK 56,000 per other member (increase of SEK 2,000)

### **Election of auditor**

The Nomination Committee proposes that the Company shall have one registered audit firm as auditor, with no deputy auditor. The Nomination Committee proposes re-election of Öhrlings Pricewaterhouse-Coopers AB (PwC) as auditor for the period until the end of the next Annual General Meeting. Provided that the Annual General Meeting resolves in accordance with the proposal, PwC has informed the Nomination Committee that the authorised public accountant Erik Bergh will be appointed as auditor-in-charge.

The Nomination Committee proposes that auditor remuneration shall be paid in accordance with approved invoices. The proposal is in line with the recommendation of the Audit Committee.

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

The Nomination Committee proposes that the instruction for the Nomination Committee adopted at the Annual General Meeting 2024 shall be replaced by the following updated instruction, which shall apply until further notice.

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## **INSTRUCTION FOR THE NOMINATION COMMITTEE IN ATTENDO AB (PUBL)**

### **1. Members of the Nomination Committee**

Each of the four (4) largest owners or groups of owners in Attendo shall be offered to appoint members of Attendo's Nomination Committee. Ownership information shall be based on the share register maintained by Euroclear Sweden AB as per the last bank day of August each year. The chair of Attendo's board shall promptly following such day contact the four (4) largest owners by voting rights to prepare the formation of the Nomination Committee.

If the shareholders offered to appoint members to the Nomination Committee decline appointment and this results in less than three (3) members being appointed, the offer shall be passed to the next shareholder in size, until at least three (3) members have been appointed. An offer to appoint a member of the Nomination Committee as a result of larger shareholders having declined to appoint a member can only be made to Attendo's ten (10) largest shareholders by vote.

The chair of the Board shall convene a first constituent meeting of the Nomination Committee. The Nomination Committee's term shall remain in effect until a new committee is appointed.

The committee member that has been appointed by the largest shareholder by vote shall be the chair of the Nomination Committee, unless the committee decides otherwise.

The constitution of the Nomination Committee shall be made public not later than six months prior to Attendo's annual general meeting.

The nomination procedure described above shall take into account that the majority of the members of the Nomination Committee must be independent in relation to Attendo and its executive management. Neither the CEO, nor any other member of Attendo's executive management, may serve as a member of the Nomination Committee. At least one member of the Nomination Committee must be independent in relation to Attendo's largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of Attendo.

Members of the Board can be members of the Nomination Committee, but may not constitute a majority thereof. Neither the chair of the Board nor any other member of the Board may chair the Nomination Committee. If more than one member of the Board serves on the Nomination Committee, no more than one of these may be dependent in relation to a major shareholder in Attendo.

### **2. Changes to the Nomination Committee**

Changes to the composition of the Nomination Committee may be made in the following cases:

- (i) One of the members is deceased or wishes to resign in advance or one of the shareholders represented wishes to replace its appointed representative, whereby a request in relation hereto shall be sent to the chair of the Nomination Committee (or to another member of the Nomination Committee if the request relates to the chair of the committee) and the receipt of the request shall entail that the request has been executed.
- (ii) A shareholder who has appointed a representative to the Nomination Committee disposes of its entire shareholding in Attendo, whereby such representative shall be deemed to have automatically resigned from the Nomination Committee, or if there is otherwise a material change in the ownership of Attendo, whereby the Nomination Committee shall have the right to independently discharge and/or elect additional members in order to ensure that the composition of the Nomination Committee reflects the current ownership in Attendo.

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- (iii) The Nomination Committee may offer vacant positions in the committee to shareholders or members nominated by shareholders in order to ensure that the composition of the Nomination Committee at each time reflects the ownership in Attendo.

In the event of changes to the Nomination Committee, the committee shall observe the requirements set out in section 1 above. Changes to the Nomination Committee shall be announced as soon as possible.

### **3. Tasks of the Nomination Committee**

The chair of the Nomination Committee convenes the meetings of the Nomination Committee. The Nomination Committee shall prepare and present proposals in relation to the items set out below to the chair of Attendo's Board, well in advance of the Board's notice to the annual general meeting:

- (i) election of chair of the Board and other members of the Board; fees to the Board, allocated between the chair and the other members, as well as fees for committee work;
- (ii) election of and fees to the auditor;
- (iii) election of chair at the annual general meeting; and
- (iv) changes to this instruction.

The Nomination Committee's proposals shall be presented in the notice to the annual general meeting. In relation hereto, the committee shall ensure that the Nomination Committee's proposals, motivated opinion and account for the committee's work are published on Attendo's website. In its assignment, the Nomination Committee shall in all other respects perform the tasks which it is charged with under the Swedish Corporate Governance Code.

### **4. Quorum**

The Nomination Committee has a quorum when at least three (3) members are present. A decision is passed where more than half of the members vote in favour of it. In the event of even votes cast, the chair has the casting vote.

### **5. Attendance at the Annual General Meeting**

At least one member of the Nomination Committee should attend the annual general meeting and account for the reasons for the committee's proposals.

### **6. Fees**

No fees shall be payable to the members of the Nomination Committee. The committee shall be entitled to charge Attendo with costs relating to *e.g.* recruitment consultants or other costs which are necessary for the Nomination Committee to perform its tasks.

### **7. Amendments to these instructions**

This instruction shall remain in force until the general meeting resolves on any changes to it.

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THE NOMINATION COMMITTEE