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## **THE NOMINATION COMMITTEE'S STATEMENT REGARDING THE PROPOSAL TO THE BOARD OF DIRECTORS IN HUMANA AB BEFORE THE 2025 ANNUAL GENERAL MEETING**

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### **Account of the election committee's work during the year**

The nomination committee in Humana AB before the 2025 annual general meeting consists of:

- Fredrik Strömholm, representative of Impilo Care AB, chairman of the nomination committee
- Alexander Kopp, representative of Incentive AS
- Richard Torgerson, representative of Nordea Fonder,
- Anette Andersson, representative of SEB Asset Management AB
- Anders Nyberg, Humana's chairman of the Board

The members of the nomination committee represent shareholders who together hold approximately 48 percent of all votes in the company.

The nomination committee held its first meeting on 24 September 2024 with a total of two subsequent meetings and has also had contact by email and phone, as well as conducted interviews with the current Board and taken part in the Board's own evaluation. All of the selection committee's decisions have been unanimous.

The chairman of the Board has described the Board's work for the nomination committee and explained how the annual evaluation of the Board has gone, as well as reported the results of the evaluation. The nomination committee has also taken note of the audit committee's recommendation regarding the external auditor.

It was decided to propose re-election of all seven members at the 2025 general meeting.

The nomination committee has considered the requirements placed on companies on the stock exchange and assesses that the current Board composition reflects both the company's ownership situation and the company's operations in a satisfactory manner. In recent years, Humana has expanded, both in Sweden, Norway and Finland. The nomination committee therefore continues to see the importance of Nordic competence on the Board. Other areas of expertise that are of continuing importance for the Board work in Humana are, in addition to good knowledge of the care market, experience from political work, service procurement, IT and experience from managing personnel-intensive organizations.

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The nomination committee has discussed the Board's composition and agreed on the main qualifications for the Board members, including requirements for independent members. The proposed Board composition meets the requirements set out in the Swedish Corporate Governance Code regarding independent members as all members are to be considered independent in relation to the company and company management. The composition of the Board also meets the requirement that at least two of the Board members must also be independent in relation to the company's major shareholders. In Humana's case, five out of seven members are independent of the company's major shareholders. Fredrik Strömholm and Carolina Oscarius Dahl are not to be considered independent of the company's largest shareholders.

As a diversity policy, the nomination committee has applied the Code's rule that the Board must have a composition characterized by versatility and breadth regarding the competence, experience and background of the members elected by the general meeting, and that an even gender distribution must be sought on the Board. Humana's Board has had an even gender distribution for a long time. Of the Board members proposed for the 2025 AGM, three are men and four are women, corresponding to 43 percent and 57 percent respectively. The proposal thus exceeds the Swedish Board of Corporate Governance's long-term goal of approximately 40 percent of the least represented gender on Boards of listed companies.

The nomination committee also makes the assessment that the Board members, also in the future, have a reasonable total workload so that sufficient time and commitment can be devoted to the Board assignment in Humana. The nomination committee assesses that the proposed members fulfill all criteria.

The nomination committee has received views on the composition of the Board from shareholders, which have been taken into account in the nomination committee's work.

### **Justification regarding the proposal to the Board**

The nomination committee's assessment is that the work of the existing Board has been well-functioning and that the Board together has brought a great deal of knowledge and valuable experience to Humana.

The nomination committee therefore proposes re-election of Board members Grethe Aasved, Carolina Oscarius Dahl, Monica Lingegård, Leena Munter, Anders Nyberg, Ralph Riber and Fredrik Strömholm. The nomination committee is of the opinion that the proposed Board has a good composition that is well suited to Humana's operations, needs and stage of development. The assessment is that the Board adds valuable competence, versatility and breadth, both in terms of

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experience and background. Information about all proposed Board members is available on Humana's website [www.humanagroup.com](http://www.humanagroup.com)

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*The Nomination Committee*