

*English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

Minutes kept at the annual general meeting of the shareholders of Humana AB, reg. no. 556760-8475, held on Tuesday 11 May 2021 in Stockholm.

## **1 Opening of the meeting**

The meeting was opened by Sören Mellstig.

## **2 Election of chair of the meeting**

It was resolved, in accordance with the nomination committee's proposal, to elect Sören Mellstig as chair of the meeting.

It was noted that attorney-at-law Victoria Skoglund had been assigned to keep the minutes at the meeting.

Furthermore, it was noted that the Meeting has been held according to sections 20 and 22 of the Act on temporary exemptions in order to facilitate the conduction of general meetings (*Sw. lag (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor*); meaning that the AGM has been carried out through postal voting with no possibility to attend in person.

The notice to attend the meeting is appended as [Appendix 1](#).

The advance voting form used for the postal voting is appended as [Appendix 2](#).

A compilation of the overall result of the postal votes, at each agenda item that is covered by postal voting, is appended as [Appendix 3](#), which include the information prescribed in section 26 in the abovementioned Act.

## **3 Preparation and approval of voting list**

It was resolved to adopt the list as the voting list for the meeting, [Appendix 4](#).

## **4 Approval of the agenda**

It was resolved to approve the agenda proposed in the notice of the meeting.

## **5 Election of one or two persons to approve the minutes**

It was resolved to elect Mats Hellström, representative for Nordea Funds Ltd, and Fredrik Strömholm, representative for Impilo Care AB, to approve the minutes together with the chairman.

## **6 Examination of whether the meeting was duly convened**

It was noted, that notice to attend the meeting had been published on the company's website on Thursday 1 April 2021 and in the Official Swedish Gazette on Thursday 8 April 2021, and that announcement that notice had been given had been published in Dagens Industri on Thursday 8 April, 2021.

It was resolved to declare the meeting duly convened.

## **7 Presentation of the annual report and auditor's report, and also the group accounts and auditor's report for the group**

It was recorded that the annual report and auditor's report, as well as the group accounts and auditor's report for the group, had been available at the company's office and on the company's website since April 1, 2021. These documents have also been sent to those shareholders who so requested. It was recorded that the accounting documents for the parent company and the group had thereby been duly presented.

## **8 a Resolution on adoption of the profit and loss account and balance sheet, as well as the consolidated profit and loss account and consolidated balance sheet**

It was resolved to adopt the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet, for the financial year 2020.

## **8 b Resolution on allocation of the company's results in accordance with the adopted balance sheet**

It was resolved, in accordance with the board's proposal, that the distributable profit of SEK 1,570,846,749 be fully balanced in a new account.

## **8 c Resolution on discharge from liability towards the company for the directors and the CEO for the financial year 2020**

It was resolved to discharge the directors and the CEO from liability for the management of the company in the financial year 2020.

It was noted that the directors and the CEO, representing their own and others' shares in the company, did not participate in this resolution in respect to their own part.

## **9 Resolution on number of directors**

It was resolved, in accordance with the nomination committee's proposal, that the board of directors is to consist of six directors with no alternates for the period until the end of the annual general meeting 2022.

## **10 Resolution on number of auditors**

It was resolved, in accordance with the nomination committee's proposal, that the company shall have one auditor with no alternate.

## **11 Resolution on directors' fees**

It was resolved, in accordance with the nomination committee's proposal, that fees to the directors for the period until the end of the annual general meeting 2022 will be paid with SEK 700,000 for the chair of the board, and SEK 250,000 each for other directors elected at the meeting. In addition, SEK 120,000 is payable to the chair of the audit committee and SEK 40,000 each to other members of the audit committee, SEK 60,000 to the chair of the remuneration committee and SEK 20,000 to each other member of the remuneration committee.

## **12 Resolution on auditor's fees**

It was resolved, in accordance with the nomination committee's proposal, that fees to the auditor are to be paid in accordance with approved invoices.

## **13 Election of directors and chair of the Board**

It was noted that the meeting, on the company's website, had been provided with a presentation of the proposed board members including information on assignments held in other companies.

It was resolved, in accordance with the nomination committee's proposal, to re-elect Karita Bekkellem, Kirsi Komi, Monica Lingegård, Sören Mellstig, Anders Nyberg and Fredrik Strömholm as directors for the period until the end of the annual general meeting 2022.

It was resolved, in accordance with the nomination committee's proposal, to elect Sören Mellstig chair of the board.

#### **14 Election of auditor**

It was resolved, in accordance with the nomination committee's proposal, to re-elect the audit company KPMG AB as auditor for the period until the end of the annual general meeting 2022.

It was noted that KPMG AB intends to appoint the approved public accountant Helena Nilsson as the auditor-in-charge.

#### **15 Resolution on approval of the remuneration report**

It was resolved, in accordance with the board of director's proposal, to approve the remuneration report in accordance with [Appendix 5](#).

#### **16. Resolution on issue authorisation**

It was resolved at the meeting, in accordance with the board of directors' proposal, on an issue authorisation in accordance with [Appendix 1](#).

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

#### **17 a) Resolutions on authorisation for the board of directors to resolve on acquisition of own shares**

It was resolved at the meeting, in accordance with the board of directors' proposal, on an authorisation for the board of directors to resolve on acquisition of own shares in accordance with [Appendix 1](#).

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

#### **17 b) Resolution on authorisation for the board of directors to resolve on transfer of own shares**

It was resolved at the meeting, in accordance with the board of directors' proposal, on an authorisation for the board of directors to resolve on transfer of own shares in accordance with [Appendix 1](#).

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

#### **18. Resolution on amendment of the articles of association**

It was resolved, in accordance with the board of director's proposal to amend the articles of association in accordance with [Appendix 1](#).

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

#### **19. Closure of the meeting**

The chair declared the meeting closed.

*At the minutes:*

\_\_\_\_\_  
Victoria Skoglund

*Approved:*

\_\_\_\_\_  
Sören Mellstig

\_\_\_\_\_  
Mats Hellström

\_\_\_\_\_  
Fredrik Strömholm

*English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **NOTICE OF ANNUAL GENERAL MEETING OF HUMANA AB**

The Annual General Meeting (the "Meeting") of Humana AB will be held on Tuesday, May 11, 2021.

Due to the extraordinary situation as a result of Covid-19, the Meeting will be held in a different way than usual. In order to reduce the risk of spreading the new coronavirus and having regard to the authorities' regulations and advice on avoiding public gatherings, the Meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or to be represented by a proxy will take place, i.e., the Meeting will be held without physical presence.

Information on the resolutions passed at the Meeting will be published on Tuesday, May 11, 2021, as soon as the result of the advance voting has been finally confirmed.

### **RIGHT TO ATTEND AND NOTIFICATION TO THE COMPANY**

Anyone wishing to attend the Meeting through advance voting must

- (i) be entered as a shareholder in the share register kept by Euroclear Sweden AB as of Monday, May 3, 2021; and
- (ii) notify by casting its advance note in accordance with the instructions under the heading *Advance voting* below so that the advance voting form is received by the Company no later than Monday, May 10, 2021.

### **NOMINEE REGISTERED SHARES**

To be entitled to attend the Meeting, holders of nominee registered shares must instruct the nominee to have the shares registered in the holder's own name so that the holder is entered in the share register kept by Euroclear Sweden AB as of Wednesday, May 5, 2021, and the nominee should therefore be notified in due time before said date. Registration in this way may be temporary.

### **ADVANCE VOTING**

The shareholders may only exercise their voting rights at the Meeting by voting in advance, so-called postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the Company's website, <https://www.humanagroup.com/>. The advance voting form is considered as the notification of participation.

The completed voting form, including relevant appendices, must be received by Euroclear Sweden AB (administering the forms on the Company's behalf) no later than Monday, May 10, 2021. The form shall in due time be submitted via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), or in original by post to Humana AB, "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm. Shareholders who are natural persons may also cast their advance votes electronically through BankID verification via Euroclear Sweden AB's website,

<https://anmalan.vpc.se/euroclearproxy>. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e., the advance vote in its entirety) is invalid.

In the advance voting form, shareholders can request that a resolution in one or some of the items on the proposed agenda below are deferred to a so-called continued general meeting, which must not solely be an advance voting meeting. Such continued general meeting to decide on a particular matter shall take place if the Meeting decides on it or if shareholders of at least one-tenth of all shares in the Company request it.

If the shareholder votes in advance by proxy, a signed and dated power of attorney shall be enclosed to the form. Forms of power-of-attorney in Swedish and English are available on the Company's website, <https://www.humanagroup.com/>. The form of power-of-attorney can also be received at the Company or ordered from Euroclear Sweden AB per phone as below. If the power-of-attorney is issued by a legal entity, a verified copy of the registration certificate or an equivalent authority document for the legal entity must be appended. The power-of-attorney and the registration certificate may not be older than one year. However, a longer period of validity may be specified on the power-of-attorney (although no longer than five years from the date of issue).

Further instructions and conditions are included in the advance voting form.

For questions about the Meeting or to have the advance voting form or any power-of-attorney sent by post, please contact Euroclear Sweden AB on phone number +46 8 402 91 60 (Monday-Friday 9.00 am – 4.00 pm).

## **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of Chair of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Examination of whether the Meeting has been duly convened
7. Presentation of the annual report and auditor's report, and also the group accounts and auditor's report for the group
8. Resolutions on:
  - a) adoption of the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet;
  - b) allocations of the Company's results in accordance with the adopted balance sheet; and
  - c) discharge from liability towards the Company for the Directors and the CEO for the financial year 2020
9. Resolution on number of Directors

10. Resolution on number of auditors
11. Resolution on Directors' fees
12. Resolution on auditor's fees
13. Election of Directors and Chair of the Board
14. Election of auditor
15. Resolution on approval of the remuneration report
16. Resolution on issue authorisation
17. Resolutions on:
  - a) authorisation for the Board to resolve on acquisition of own shares, and
  - b) authorisation for the Board to resolve on transfer of own shares
18. Resolution on amendment of the articles of association
19. Closure of the Meeting

## **RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE**

The Nomination Committee for the annual general meeting 2021 comprises the following members: Fredrik Strömholm, appointed by Impilo Care AB (Chair of the Committee); Alexander Kopp, appointed by Incentive AS; Mats Hellström, appointed by of Nordea Funds Ltd; Simone Hirschvogel, appointed by SEB Investment Management AB and Sören Mellstig, Chair of the Board of Humana.

The Nomination Committee presents the following proposals for the Annual General Meeting on May 11, 2021.

### **Election of Chair of the Meeting (item 2)**

The Nomination Committee proposes that Sören Mellstig, Chairman of the Board, or if he is prevented from attending, the person the Nomination Committee proposes in his place, be elected to Chair the Meeting.

### **Resolution on number of Directors (item 9)**

The Nomination Committee proposes that the Board is to be composed of six Directors elected at the Meeting, with no alternates, for the period until the next Annual General Meeting.

### **Resolution on number of auditors (item 10)**

The Nomination Committee proposes that the Company have one auditor, with no alternate.

### **Resolution on Directors' fees (item 11)**

The Nomination Committee proposes fees to the Directors in accordance with the following: SEK 700,000 (600,000) for the Chair of the Board, and SEK 250,000 (230,000) each for other Directors elected by the General Meeting. In addition, SEK 120,000 (100,000) is payable to the Chair of the Audit Committee and SEK 40,000 (33,000) each to other members of the Audit Committee, SEK 60,000 (50,000) to the Chair of the Remuneration Committee and SEK 20,000 (16,500) to each other member of the Remuneration Committee.

The Nomination Committee proposes a total Directors' fee of SEK 2,290,000 (2,278,500).

### **Resolution on auditor's fees (item 12)**

Fees will be paid to the auditor in accordance with approved invoice.

### **Election of Directors and chairman of the Board (item 13)**

The Nomination Committee proposes re-election of Karita Bekkemellem, Kirsi Komi, Monica Lingegård, Sören Mellstig, Anders Nyberg and Fredrik Strömholm as Directors. The director Magdalena Gerger has declared that she is not available for re-election. It is proposed that Sören Mellstig be re-elected Chair of the Board.

Information about proposed Board members is available on the Company's website, <https://www.humanagroup.com/>.

### **Election of auditor (item 14)**

The Nomination Committee proposes that the registered audit company KPMG AB be reappointed auditor for the period until the end of the next Annual General Meeting of 2022.

The proposal of the Nomination Committee corresponds to the recommendation of the Audit Committee. Neither the Nomination Committee's proposal nor the Audit Committee's recommendation has been subject to the influence of a third party or subject to any terms in contract limiting the choice of auditor.



## **RESOLUTIONS PROPOSED BY THE BOARD**

### **Preparation and approval of the voting list (item 3)**

The voting list proposed for approval is the voting list that has been established by Euroclear Sweden AB on behalf of the Company, based on the share register and received advance votes, and controlled and approved by the persons elected to check the minutes.

### **Election of one or two persons to approve the minutes (item 5)**

The Board proposes that Mats Hellström, representing Nordea Funds Ltd., and Fredrik Strömholm, representing Impilo Care AB or if one or both of them are unable to attend, the person or persons instead appointed by the CEO, are proposed to be elected to approve the minutes of the Meeting together with the Chair. The task of approving the minutes of the Meeting also includes verifying the voting list and that the postal votes received are correctly stated in the minutes of the Meeting.

### **Allocations of the Company's results in accordance with the adopted balance sheet (item 8 b)**

The Board proposes that the distributable profit of SEK 1,570,846,749 be fully balanced in a new account.

### **Resolution on adoption of guidelines for salary and other remuneration (item 15)**

The Board proposes that the General Meeting resolve to approve the remuneration report on remuneration in accordance with Chapter 8 Section 53 a of the Swedish Companies Act.

### **Resolution on issue authorisation (item 16)**

The Board proposes that the Meeting authorises the Board to resolve on issue of shares mainly in accordance with the following.

The Board is authorised to resolve to issue new shares on one or several occasions during the period up to the next Annual General Meeting. The issue may take place applying or disapplying shareholder pre-emption rights. On the strength of the authorisation the Board may resolve to issue a number of new shares not exceeding ten per cent of the total number of outstanding shares in the Company at the time of the authorisation resolution.

The authorisation includes the right to resolve that shares will be issued against cash payment, payment in kind or payment by way of set-off and the issue may otherwise be subject to conditions as set out in Chapter 2, Section 5, Second paragraph, 1-3 and 5 of the Companies Act.

A cash issue or issue by way of set-off that takes place with disapplication of shareholder pre-emption rights must take place on market terms.

The reason for the proposal and the right to disapply shareholder pre-emption rights is to allow flexibility in conjunction with potential acquisitions or the raising of capital.

### **Resolution on authorisation for the Board to resolve on acquisition of own shares (item 17 a)**

The Board proposes that the Meeting authorises the Board to resolve on acquisition of own shares on one or several occasions during the period up to the next Annual General Meeting mainly in accordance with the following.

1. Acquisition of own shares must be made on Nasdaq Stockholm.
2. Own shares may be acquired to the extent the Company's holdings of own shares in total amounts to no more than one-tenth of all shares in the Company.

3. Acquisition of own shares on Nasdaq Stockholm shall be made in cash and at a price within the stock market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price.

The reasons for the proposed authorisation to resolve on acquisition of own shares are to be able to improve the Company's capital structure, to enable share transfers in accordance with the authorisation resolution for the Board to transfer own shares, and to increase the flexibility for the Board in connection with potential future corporate acquisitions.

**Resolution on authorisation for the Board to resolve on transfer of own shares (item 17 b)**

The Board proposes that the Meeting authorises the Board to resolve on transfer of own shares on one or several occasions during the period up to the next annual general Meeting mainly in accordance with the following.

1. Transfer of own shares may be made either on Nasdaq Stockholm or in another manner.
2. Transfer of own shares may be made with disapplication from the shareholders' pre-emption rights.
3. The maximum number of shares that may be transferred is the total number of own shares held by the Company at the time of the Board's resolution to transfer the shares.
4. Transfer of own shares on Nasdaq Stockholm shall be made at a price within the stock market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price. Transfer of own shares in another manner shall be made at a minimum price that shall be determined in close connection with the shares' quoted price at the time of the Board's resolution to transfer the shares.
5. Payment for the transferred shares may be made in cash, by contribution in kind or by way set-off.
6. The Board is entitled to determine the other terms and conditions of the transfer, which, however, shall be in accordance with market terms.

The reasons for the proposed authorisation to resolve on transfer of own shares and for the disapplication from the shareholders' pre-emption rights are to be able to improve the Company's capital structure and to increase the flexibility of the Board in connection to potential future corporate acquisitions, by facilitating fast and cost-efficient financing by divesting holdings of own shares.

**Resolution on amendment of the articles of association (item 18)**

The Board of Directors proposes that the Meeting resolves to amend the Articles of Association in accordance with the following:

§ 1	Present wording	Proposed wording
	The name of the Company (Sw. <i>firma</i> ) is Humana AB. The company is a public limited liability company (publ).	The name of the Company (Sw. <i>företagsnamn</i> ) is Humana AB. The company is a public limited liability company (publ).

§ 9	Present wording	Proposed wording
	<p>To be entitled to attend a general meeting, a shareholder shall be registered in the transcription or other form of the complete share register with the reference to the status five days, excluding Sundays and public holidays, before the Meeting. Shareholder must also notify the company no later than the day stated in the notice for the Meeting. This day must not be a Sunday, other general holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be earlier than the fifth day, excluding Sundays and public holidays, before the Meeting.</p> <p>A shareholder may be accompanied by one or two assistants at the general Meeting, but only if the shareholder has notified the company of the number of assistants in the manner prescribed in the paragraph above.</p>	<p>To be entitled to attend a general meeting, a shareholder must notify the company no later than the day stated in the notice for the Meeting. This day must not be a Sunday, other general holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be earlier than the fifth day, excluding Sundays and public holidays, before the Meeting.</p> <p>A shareholder may be accompanied by one or two assistants at the General Meeting, but only if the shareholder has notified the company of the number of assistants in the manner prescribed in the paragraph above.</p>
§ 13	New item is introduced	Proposed wording
		<p>The Board of Directors may gather proxies according to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).</p> <p>The Board of Directors may, before a General Meeting, resolve that the shareholders shall be entitled to vote by post prior to the General Meeting.</p>

### **SPECIAL MAJORITY REQUIREMENT**

For decisions according to items 16 (issue authorisation), 17 a (authorisation on acquisition of own shares), 17 b (authorisation on transfer of own shares), and 18 (amendment of articles of association) to be valid, each proposal must be agreed to by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

### **DOCUMENTS**

The complete documents in accordance with the Swedish Companies Act (2005:551) will be available at the Company, and on the Company's website <https://www.humanagroup.com/> as from Tuesday, April 20, 2021, at the latest, and will be sent immediately without charge to any shareholders who so request and state their postal address. The share register will be available at the Company at the above address. All documents, including the share register, will be provided by being held available accordingly.

### **INFORMATION**

Shareholders have the right to request information on any circumstances that may influence determination of an item on the agenda or any circumstances which may affect the assessment of

the Company's financial position in accordance with Chapter 7 Section 32 and Section 57 of the Swedish Companies Act. Any shareholder wishing to submit such request in advance may do so in writing to the Company, Humana AB, Att: Investor Relations, Warfinges väg 39, 112 51 Stockholm, or via e-mail to [arsstamma@humana.se](mailto:arsstamma@humana.se), at the latest Saturday, May 1, 2021. The information is provided by kept available at the Company at Warfinges väg 39, in Stockholm, and on the Company's website, <https://www.humanagroup.com/>, no later than on May 6, 2021, and will be sent to the shareholder if the shareholder's address has been provided by the shareholder along with the request.

#### **NUMBER OF SHARES AND VOTING RIGHTS**

The total number of shares in the Company as of the date of this notice is 53,140,064 shares, representing a total of 53,140,064 voting rights. As of that date, the Company holds 5,017,059 of its own shares.

#### **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

---

Stockholm March 2021  
**Humana AB**  
*Board of Directors*

## NOTIFICATION OF ATTENDANCE AND FORM FOR VOTING BY POST

At the Annual General Meeting of Humana AB ("Humana") on Tuesday May 11, 2021, the following shareholder (the "Shareholder") votes for all of his/her shares in accordance with what is stipulated on this voting-by-post form.

---

Place and date

---

Shareholder's name. If company, state company's name (firm).

---

Shareholder's signature. If company, signature by authorised signatory(ies).

---

Shareholder's national identification number or registration number or equivalent.

---

Shareholder's address

---

Shareholder's phone number daytime

The voting-by-post form and any authorisation documents (e.g. company's certificate of registration and company power of attorney, if any) should be sent via e-mail to: [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or in original by post to Humana AB, "Årsstämman", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. Shareholders who are natural persons may also cast their advance votes electronically through BankID verification via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>.

**The voting-by-post form must be received by Humana not later than Monday 10 Maj 2021.**

**Please note that a shareholder who chooses to cast votes by post does not need to give notice of its participation in the general meeting separately as the postal voting form constitutes notification of participation in the general meeting. Please also note that nominee registered shares must have been registered in the owner's name by Wednesday May 5, 2021.**

In the following, the Shareholder can indicate how he or she wishes to vote on the items of business of the agenda that has been proposed in the notice of the Annual General Meeting. "Yes" indicates that the Shareholder votes in favour of the proposal provided in the Annual General Meeting notice, and "No" indicates that the Shareholder votes against the proposal provided in the Annual General Meeting notice. If the Shareholder does not mark either response alternative on a certain item of business, then the Shareholder will be regarded as having abstained from voting on that item. The shareholder cannot make his or her vote conditional or provide other instructions to the company on this form. If so, then his or her postal vote will be nullified.

A vote by post may be withdrawn by informing Humana at the address above.

For the complete proposals for resolution, please see the notice of the Annual General Meeting on Humana's website.

If you have any questions, please contact: Euroclear Sweden AB by telephone +46 8-402 91 60 or by e-mail [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com).

Voting form

Name: \_\_\_\_\_

National identification number or registration number: \_\_\_\_\_

For the items at the Annual General Meeting of Humana on May 11, 2021.

ITEM		Yes	No
2. Election of Chair of the Meeting		<input type="checkbox"/>	<input type="checkbox"/>
<i>The Nomination Committee proposes Sören Mellstig</i>			
3. Preparation and approval of the voting list		<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the agenda		<input type="checkbox"/>	<input type="checkbox"/>
5. Election of one or two persons to approve the minutes		<input type="checkbox"/>	<input type="checkbox"/>
(i)	Mats Hellström, representing Nordea Funds Ltd	<input type="checkbox"/>	<input type="checkbox"/>
(ii)	Fredrik Strömholm, representing Impilo Care AB	<input type="checkbox"/>	<input type="checkbox"/>
6. Examination of whether the Meeting has been duly convened		<input type="checkbox"/>	<input type="checkbox"/>
8. (a) Resolution on adoption of the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet		<input type="checkbox"/>	<input type="checkbox"/>
8. (b) Resolution on allocation of the company's results in accordance with the adopted balance sheet and determination of the record day for dividends		<input type="checkbox"/>	<input type="checkbox"/>
<i>Please refer to the notice for proposal</i>			
8. (c) Resolution on discharge from liability towards the company for the financial year 2020 for:			
(i)	Director and Chair Sören Mellstig	<input type="checkbox"/>	<input type="checkbox"/>
(ii)	Director Magdalena Gerger	<input type="checkbox"/>	<input type="checkbox"/>

(iii) Director Karita Bekkemellem	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(iv) Director Kirsi Kom	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(v) Director Monica Lingegård	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(vi) Director Anders Nyberg	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(vii) Director Fredrik Strömholm	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(viii) Previous Director Per Granath for the period from January 1, 2020 to May 29, 2020	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(ix) CEO Rasmus Nerman	Yes <input type="checkbox"/>	No <input type="checkbox"/>
9. Resolution on number of directors <i>The Nomination Committee proposes that the Board is to be composed of six Directors with no alternates</i>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
10. Resolution on number of auditors <i>The Nomination Committee proposes that the Company have one auditor, with no alternate</i>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
11. Resolution on Directors' fees <i>The Nomination Committee proposes SEK 700,000 to the Chair of the Board, SEK 250,000 to each for other Directors elected by the General Meeting, SEK 120,000 to the Chair of the Audit Committee, SEK 40,000 to each to other members of the Audit Committee, SEK 60,000 to the Chair of the Remuneration Committee and SEK 20,000 to each other member of the Remuneration Committee</i>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
12. Resolution on auditor's fees <i>The Nomination Committee proposes fees to the auditor in accordance with approved invoice</i>	Yes <input type="checkbox"/>	No <input type="checkbox"/>
13. Election of Directors and Chair of the Board		
(i) Election of Karita Bekkemellem as director	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(ii) Election of Kirsi Komi as director	Yes <input type="checkbox"/>	No <input type="checkbox"/>



(iii) Election of Monica Lingegård as director	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(iv) Election of Sören Mellstig as director	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(v) Election of Anders Nyberg as director	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(vi) Election of Fredrik Strömholm as director	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(vii) Election of Sören Mellstig as Chair	Yes <input type="checkbox"/>	No <input type="checkbox"/>
14. Election of auditor		
(i) Election of the registered audit company KPMG AB as the company's auditor	Yes <input type="checkbox"/>	No <input type="checkbox"/>
15. Resolution on approval of the Remuneration Report		
16. Resolution on issue authorisation <i>Please refer to the notice for proposal</i>		
17. (a) Resolution on authorisation for the board to resolve on acquisition of own shares <i>Please refer to the notice for proposal</i>		
17. (b) Resolution on authorisation for the board to resolve on transfer of own shares <i>Please refer to the notice for proposal</i>		
18. Resolution on amendment of the Articles of Association <i>Please refer to the notice for proposal</i>		

**The shareholder wishes that the resolutions under one or several items in the form above be deferred to a continued general meeting:**

(to be filled in only if the shareholder has such a request)

Item or items

(use numbering):

## Postal votes - final outcome (26§ 2020:198)

Present shares	25 995 474
Present votes	25 995 474,0
Issued share capital	53 140 064
Repurchased shares	5014208

## Total

	Votes			Shares			% of issued share capital	
	For	Against	Not voted	For	Against	Not voted	For	Against
<b>2 - Election of Chair of the Meeting</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>3 - Preparation and approval of the voting list</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>4 - Approval of the agenda</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>5(i) - Election of one or two persons to approve the minutes - Mats Hellström, representing Nordea Funds Ltd</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>5(ii) - Election of one or two persons to approve the minutes - Fredrik Strömholm, representing Impilo Care AB</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>6 - Examination of whether the Meeting has been duly convened</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>8a - Resolution on adoption of the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>8b - Resolution on allocation of the company's results in accordance with the adopted balance sheet and determination of the record day for dividends</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>8c.(i) - Resolution on discharge from liability towards the company for the financial year 2020 for: Director and Chair Sören Mellstig</b>	25 889 627,0	5 847,0	100 000,0	25 889 627	5 847	100 000	48,720%	0,011%
<b>8c.(ii) - Resolution on discharge from liability towards the company for the financial year 2020 for: Director Magdalena Gerger</b>	25 989 627,0	5 847,0	0,0	25 989 627	5 847	0	48,908%	0,011%
<b>8c.(iii) - Resolution on discharge from liability towards the company for the financial year 2020 for: Director Karita Bekkemellem</b>	25 989 627,0	5 847,0	0,0	25 989 627	5 847	0	48,908%	0,011%
<b>8c.(iv) - Resolution on discharge from liability towards the company for the financial year 2020 for: Director Kirsi Kom</b>	25 989 627,0	5 847,0	0,0	25 989 627	5 847	0	48,908%	0,011%
<b>8c.(v) - Resolution on discharge from liability towards the company for the financial year 2020 for: Director Monica Lingegård</b>	25 989 627,0	5 847,0	0,0	25 989 627	5 847	0	48,908%	0,011%
<b>8c.(vi) - Resolution on discharge from liability towards the company for the financial year 2020 for: Director Anders Nyberg</b>	25 989 627,0	5 847,0	0,0	25 989 627	5 847	0	48,908%	0,011%
<b>8c.(vii) - Resolution on discharge from liability towards the company for the financial year 2020 for: Director Fredrik Strömholm</b>	25 989 627,0	5 847,0	0,0	25 989 627	5 847	0	48,908%	0,011%
<b>8c.(viii) - Resolution on discharge from liability towards the company for the financial year 2020 for: Previous Director Per Granath for the period from January 1, 2020 to May29, 2020</b>	25 989 627,0	5 847,0	0,0	25 989 627	5 847	0	48,908%	0,011%
<b>8c.(ix) - Resolution on discharge from liability towards the company for the financial year 2020 for: CEO Rasmus Nerman</b>	25 815 866,0	5 847,0	173 761,0	25 815 866	5 847	173 761	48,581%	0,011%
<b>9 - Resolution on number of directors</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>10 - Resolution on number of auditors</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>11 - Resolution on Directors' fees</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>12 - Resolution on auditor's fees</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>13(i) - Election of Karita Bekkemellem as director</b>	25 920 568,0	74 905,0	1,0	25 920 568	74 905	1	48,778%	0,141%
<b>13(ii) - Election of Kirsi Komi as director</b>	25 920 569,0	74 905,0	0,0	25 920 569	74 905	0	48,778%	0,141%
<b>13(iii) - Election of Monica Lingegård as director</b>	25 920 569,0	74 905,0	0,0	25 920 569	74 905	0	48,778%	0,141%
<b>13(iv) - Election of Sören Mellstig as director</b>	25 920 569,0	74 905,0	0,0	25 920 569	74 905	0	48,778%	0,141%
<b>13(v) - Election of Anders Nyberg as director</b>	25 920 569,0	74 905,0	0,0	25 920 569	74 905	0	48,778%	0,141%
<b>13(vi) - Election of Fredrik Strömholm as director</b>	25 920 569,0	74 905,0	0,0	25 920 569	74 905	0	48,778%	0,141%
<b>13(vii) - Election of Sören Mellstig as Chair</b>	25 920 569,0	74 905,0	0,0	25 920 569	74 905	0	48,778%	0,141%
<b>14(i) - Election of the registered audit company KPMG AB as the company's auditor</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>15 - Resolution on approval of the Remuneration Report</b>	25 122 400,0	873 074,0	0,0	25 122 400	873 074	0	47,276%	1,643%
<b>16 - Resolution on issue authorisation</b>	25 578 702,0	416 772,0	0,0	25 578 702	416 772	0	48,134%	0,784%
<b>17a - Resolution on authorisation for the board to resolve on acquisition of own shares</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%
<b>17b - Resolution on authorisation for the board to resolve on transfer of own shares</b>	25 578 702,0	416 772,0	0,0	25 578 702	416 772	0	48,134%	0,784%
<b>18 - Resolution on amendment of the Articles of Association</b>	25 995 474,0	0,0	0,0	25 995 474	0	0	48,919%	0,000%



Humana

# Remuneration Report of Humana AB for the year 2020

## **Introduction**

This report describes how executive remuneration guidelines, adopted by the general meeting 2020, were implemented during the year. The report provides information on the CEO's remuneration and a summary of the company's outstanding, and during the year expired, share and share price-related incentive programs.

The report has been prepared in accordance with the Swedish Companies Act (2005:551) and the remuneration rules issued by the Swedish Corporate Governance Board. Further information on executive remuneration, namely remuneration to group management members, is available in note G5 on pages 94-96 in the annual report 2020. Information on the remuneration committee's work during 2020 is set out in the corporate governance report available on pages 52-63 in the annual report 2020.

This report does not cover remuneration to the board of directors. Such remuneration is resolved annually by the annual general meeting and is disclosed on page 56 in the annual report 2020.

## **Key developments 2020**

The CEO summarizes the financial year 2020 and the company's overall performance on pages 6-7 in the annual report for 2020 where the key developments that have impacted the remuneration for the financial year are commented upon.

## **The company's remuneration guidelines; scope, purpose, and deviations**

To successfully execute the company's business strategy and safeguard the company's long-term interests and sustainability, it is of fundamental importance that the company can attract and retain employees with excellent competence. To obtain this, it is required that the company can offer market-based and competitive remuneration terms and other employment terms.

The remuneration guidelines enable the company to offer the senior executives a total competitive remuneration on market-based terms that reflect the individual's performance and responsibilities and the group's financial outcome. In accordance with the guidelines, terms of employment for senior executives shall consist of a balanced combination of fixed- and variable remuneration, pension, and other benefits. The objectives for variable remuneration shall be related to the outcome of the group's and business areas' financial objectives and clearly defined individual objectives regarding specific tasks, such as customer satisfaction, project outcomes, and environmental and social impact. The objectives must be designed to promote the group's business strategy and long-term interests, including its sustainability.



# Humana

The most recently adopted remuneration guidelines can be found on page 95 in the annual report for 2020. During 2020, the company has complied with the applicable remuneration guidelines adopted by the general meeting. There have been no deviations from the guidelines or the procedure to determine remuneration according to the guidelines. The company's auditor shall make a statement regarding whether the company has been compliant with the guidelines. The auditor's report regarding the guidelines for 2020 will be provided on the company's website along with other relevant documents before the annual general meeting 2021.

The company has not reclaimed any remuneration during the financial year.

## Total remuneration to senior executives in 2020 (SEK thousands)<sup>1)</sup>

Name of executive and position	Fixed remuneration		Variable remuneration		Pensions	Total remuneration	Proportion of fixed and variable remuneration <sup>7)</sup>
	Base salary	Fringe Benefits	One-year variable	Multi-year variable			
<b>Rasmus Nerman (CEO) 2020</b>	4,984 <sup>2)</sup>	21 <sup>3)</sup>	1,107	308	1,281	7,701	82/18
<b>Ulf Bonnevier (deputy CEO)<sup>4)</sup> 2020</b>	1,982 <sup>5)</sup>	77 <sup>6)</sup>	-	-	451	2,510	100/0

1) Except for multi-year variable remuneration, the table reports remuneration relating to the year 2020. Variable remuneration during 2020 is set out, as applicable, in table 2 and 3 below. Disbursement of any payments may or may not have been made the same year.

2) The amount includes holiday pay of SEK 722t and parental pay of SEK 91t.

3) Fringe benefits include parking lot and medical insurance.

4) Ended his employment on August 31, 2020.

5) The amount includes holiday pay of SEK 385t.

6) Fringe benefits include car lease, fuel benefit, and medical insurance.

7) Pension cost that only relate to base salary and are defined contribution have been calculated entirely as fixed remuneration.

In 2020, a warrant program expired, and there are currently no outstanding share-related or share price-related incentive programs.

### Application of performance criteria for variable remuneration

The purpose of the variable remuneration is to create incentives for senior executives to deliver good operating results, and to combine the interests of senior executives with the interests of the shareholders.

The variable remuneration may comprise a short-term and a long-term variable remuneration paid in cash during one or three years. Variable remuneration shall be subject to the fulfilment of defined and measurable objectives. The short-term variable remuneration shall be maximized to 30 percent in relation to the base salary, and the long-term variable remuneration shall be maximized to 30 percent in relation to the base salary.



# Humana

The objectives for variable remuneration must be related to outcomes of financial objectives for the group and business areas and clearly defined individual objectives regarding specific tasks, such as customer satisfaction, project outcomes, and environmental and social impact. The latter are used to ensure focus on non-financial objectives of certain interest. The objectives must be designed to promote the group's business strategy and long-term interests, including its sustainability. The financial objectives are set by the board of directors in order to ensure that they are in line with the company's business strategy and financial objectives. When the measurement period for the fulfilment of the predetermined objectives for the payment of variable remuneration has been completed, the extent to which the objectives have been met shall be assessed by an overall assessment of the performance. If the company violates any of its financial terms, no bonus payment will be made. The bonus payment is included as a pensionable salary.

The remuneration committee is responsible for the assessment of the group management and the board of directors is responsible for the assessment of the CEO. As far as the financial objectives are concerned, the assessment shall be based on the most recently published financial information published by Humana.

Humana does not have any deferral periods or, according to agreements, any possibility to reclaim variable remuneration.

## Senior executive's results during the financial year – short-term variable remuneration

Name of director and position	Description of the performance criteria and type of applicable remuneration	Relative weighting of the performance criteria	a) Measured performance and b) actual award/ outcome
<b>Rasmus Nerman (CEO)</b>	Ebit <sup>1) 2)</sup>	60%	a) 100%
			b) 738
	Operating cash flow	20%	a) 100%
			b) 246
	Individual targets	20%	a) 50%
			b) 123

1) If the company acquires or sells companies or activities during the year, a corresponding adjustment will be made to EBIT to include the acquired EBIT or the sold EBIT. In evaluating the annual financial development, the board of directors will consider the acquisitions made during the year.

2) Significant non-recurring costs are excluded from the calculation of the final EBIT.



Humana

### Long-term variable remuneration 2020-2022

In the autumn of 2019, the board of directors carried out a more extensive strategy project that resulted in updated financial targets. To merge the plan with senior executives, the board of directors has implemented a long-term variable remuneration that runs for three years. The basis is the plan's results as to earnings per share. Regardless of the year of earning, the long-term variable remuneration is paid in Q1 2023 and presupposes employment at the time of payment. The payment is pensionable. The outcome is based on the base salary for 2020, 2021, and 2022, respectively.

### Senior executive's results during the financial year – long-term variable remuneration

Name of director and position	Description of the performance criteria and type of applicable remuneration	Relative weighting of the performance criteria	a) Measured performance and b) actual award/ outcome
Rasmus Nerman (CEO)	EPS 2020	25%	a) 100%
			b) 308
	EPS 2021	25%	N/A
			N/A
	EPS 2022	50%	N/A
			N/A

### Remuneration – comparison

Comparative table over the remuneration and company performance

Annual Change	2019	Change %	2020
Total remuneration Rasmus Nerman (CEO)	6,409	20,2%	7,701
Total remuneration Ulf Bonnevier (deputy CEO) <sup>1)</sup>	3,847	-34,8%	2,510
Group operating profit (EBIT)	369,371	27,4%	470,513
Average remuneration on a full-time equivalent basis of employees <sup>2)</sup>	448	2,4%	458

1) Ended his employment on August 31, 2020.

2) Excluding group management members