

*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 Thursday 9 May 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 Monica Lagercrantz had been assigned to keep the minutes at the meeting.

It was resolved that certain persons who were not shareholders were allowed to attend the meeting as guests.

The chair concluded that, among others, the following documents were presented at the meeting: the board of directors' and the nomination committee's complete proposals, the board of directors' statement under Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act (2005:551) and the annual report 2018.

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

It was resolved to adopt the adjusted list of registered shareholders as the voting list for the meeting, Appendix 1.

## **4 Approval of the agenda**

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

## **5 Election of persons to approve the minutes**

It was resolved to elect Anne-Charlotte Eggwertz and Mattias Lundgren to approve the minutes.

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

It was noted, that notice of the meeting had been published on the company's website on Thursday March 28, 2019 and in the Official Swedish Gazette on Monday April 1, 2019, and that announcement that notice had been given had been published in Dagens Industri on Monday April 1, 2019.

It was resolved to declare the meeting duly convened.

## **7 CEO's address**

The CEO, Rasmus Nerman, held a speech on the business year of 2018. The Board gave an account for the work carried out by the Board.

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

The chair concluded that the annual report and auditor's report, as well as the group accounts and auditor's report for the group, for the financial year 2018 were presented at the meeting.

The auditor-in-charge, approved public accountant Helena Nilsson, gave an account for the audit work and commented on the auditor's report.

**9 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 2018.

**9 b Resolution on allocation of the company's results in accordance with the adopted balance sheet and determination of the record day for dividends**

It was resolved, in accordance with the Board's proposal, to pay a dividend for 2018 of SEK 0.70 per share, totaling SEK 37,198,045 and that the remaining sum of the distributable profit, SEK 1,586,220,495 is to be carried forward.

It was also resolved, in accordance with the Board of directors' proposal, that the record date for dividends will be Monday May 13, 2019.

**9 c Resolution on discharge from liability towards the company for the directors and the CEO for the financial year 2018**

It was resolved to discharge the directors and the CEO from liability for the management of the company in the financial year 2018.

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

**10 Resolution on number of directors**

Alexander Kopp, member of the nomination committee, presented the committee's proposal.

It was resolved, in accordance with the nomination committee's proposal, that the board of directors unchanged is to consist of seven directors with no alternates for the period until the end of the annual general meeting 2020.

**11 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.

**12 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 2020 will be paid with SEK 600 000 for the Chair of the Board, and SEK 230 000 each for other directors elected at the Annual General Meeting. In addition, SEK 150 000 is payable to the chair of the audit committee and SEK 20 000 each to other members of the audit committee, SEK 50 000 to the chair of the remuneration committee and SEK 12 500 to each other member of the remuneration committee.

It was noted that Lloyd Perry has abstained fees for board and committee work.

**13 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.

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

It was noted that the meeting 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 Per Granath, Kirsi Komi, Monica Lingegård, and Lloyd Perry as Directors and election of Magdalena Gerger, Sören Mellstig and Fredrik Strömholm as new Directors for the period until the end of the annual general meeting 2020.

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

#### **15 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 2020.

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

#### **16 Resolution on adoption of guidelines for remuneration payable to senior executives**

It was resolved at the meeting, in accordance with the board of directors' proposal, to adopt guidelines for remuneration payable to senior executives in accordance with [Appendix 2](#).

#### **17 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 3](#).

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 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 4](#).

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 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 5](#).

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 closed the meeting.

It was noted that the resigning board members Per Båtelson, Helen Fast Gillstedt was thanked.

*At the minutes:*

*Monica Lagercrantz*  
Monica Lagercrantz

*Approved:*

\_\_\_\_\_  
Sören Mellstig

\_\_\_\_\_  
Anne-Charlotte Eggwertz

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Mattias Lundgren