

*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 (publ), reg. no. 556760-8475 (the "Company"), held on Thursday 18 May 2017 at 3.00 pm in IHM Business School's premises on Warfvinges väg 39 in Stockholm

## **1 Opening of the meeting and election of chair of the meeting**

The meeting was opened by the chairman of the board, Per Båtelson, who greeted the participants of the meeting to the first annual general meeting since the initial public offering.

It was resolved, in accordance with the nomination committee's proposal, to elect Per Båtelson as chairman of the meeting.

It was noted that attorney-at-law Victoria Skoglund 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 chairman 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' statements under Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act (2005:551) and the annual report 2016.

## **2 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](#).

## **3 Approval of the agenda**

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

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

It was resolved to elect Gunnar Ek and Anna Salmén, to approve the minutes.

## **5 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 Friday 7 April 2017 and in the Official Swedish Gazette on Tuesday 11 April 2017, and that announcement that notice had been given had been published in Dagens Industri on Tuesday 11 April 2017.

It was resolved to declare the meeting duly convened.

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

The chairman concluded that the annual report and auditor's report, and also the group accounts and auditor's report for the group, for the financial year 2016 were presented at the meeting.

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

## **7 CEO's address**

The CEO, Rasmus Nerman, held a speech on the business year of 2016. The board gave an account for the work carried out by the board.

Thereafter the shareholders were invited to ask questions which were answered by the CEO and the chairman.

## **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**

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 2016.

## **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**

It was resolved, in accordance with the board of directors' proposal, to pay a dividend for 2016 of SEK 0,50 per share, totaling SEK 26,570,032 and that the remaining sum of the distributable profit, SEK 1,504,185,883 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 22 May 2017.

## **8 c Resolution on discharge from liability towards the Company for the directors and the CEO for the financial year 2016**

It was resolved to discharge the directors and the CEO from liability for the management of the Company in the financial year 2016.

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.

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

Sven-Erik Zachrisson, 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 is to consist of seven directors with no alternates for the period until the end of the annual general meeting 2018.

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

## **10 Resolution on directors' fees and auditor's 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 2018 will be paid unchanged with SEK 600,000 to the chairman of the board and SEK 230,000 to each of the other directors elected at the annual general meeting who are not employed by the Company. In addition, SEK 100,000 is payable to the chair of the audit committee and SEK 20,000 to other members of the audit committee, SEK 12,500 to the chair of the remuneration committee as well as to the other members of the remuneration committee.

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

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.

## **11 Election of directors, chairman of the board and auditor**

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 Båtelson, Helen Fasth Gillstedt, Per Granath, Lloyd Perry and Ulrika Östlund as directors and to elect Kirsi Komi and Monica Lingegård as new directors for the period until the end of the annual general meeting 2018.

It was resolved, in accordance with the nomination committee's proposal, to re-elect Per Båtelson as chairman of the board.

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 2018.

It was noted that KPMG AB intends to re-appoint the approved public accountant Petra Lindström as the auditor-in-charge.

## **12 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](#).

## **13 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.

## **14 Resolutions on:**

### **a) 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.

**b) 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.

**15 Resolution on alteration of the articles of association**

It was resolved at the meeting, in accordance with the board of directors' proposal, on alteration of the articles of association in accordance with Appendix 6.

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.

**16 Closure of the meeting**

The chairman closed the meeting.

*At the minutes:*

*Victoria Skoglund*  
Victoria Skoglund

*Approved:*

*Per Båtelsson*  
Per Båtelsson

*Anna Salmén*  
Anna Salmén

*Gunnar Ek*  
Gunnar Ek