



Humana

## Annual General Meeting in Humana

The board of Humana AB has resolved to convene an annual general meeting of shareholders to be held on Tuesday, May 10, 2022.

The notice is expected to be published in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company's website within the next few days.

**For further information, please contact:**

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*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 of Humana AB will be held on Tuesday, May 10, 2022, at 15:00 pm at Lindhagen Konferens lokaler at the premises of Lindhagensgatan 126, 112 51 Stockholm, Sweden. Registration begins at 14:30 pm.

The board of directors has decided, pursuant to Chapter 7, section 4 a of the Swedish Companies Act and the company's articles of association, that shareholders shall have the right to exercise their voting rights by postal voting prior to the meeting. Thus, shareholders may choose to exercise their voting rights by attending in person, through a proxy or by postal voting.

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

Anyone wishing to attend the meeting must

- i. be entered as a shareholder in the share register kept by Euroclear Sweden AB as of Monday, May 2, 2022; and
- ii. give notice of their attendance to the company no later than on Wednesday, May 4, 2022.

Registration for participation can be made in writing to the company at the address Årsstämman i Humana AB, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, by phone 08-402 91 60 weekdays between 09:00 am and 16:00 pm, at the company's website, <https://www.humanagroup.com/> or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). When registering, please state name or company name, social security number or organization number, address and telephone number during the day. For registration of assistants, the registration procedure as above applies. A shareholder who exercises his or her voting right through postal voting does not need to specifically give notice of his or her attendance, see below under postal voting. See as well below for further information on the processing of personal data.

### **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 4, 2022, and the nominee should therefore be notified in due time before said date. Such registration may be temporary.

## **POSTAL VOTING**

Shareholders may exercise their voting rights at the meeting by postal voting. For postal voting, a certain form must be used, which is available on the company's website, <https://www.humanagroup.com/>. The postal voting form can also be obtained from the company or through contact with Euroclear Sweden AB by contact information mentioned above. For the items on the agenda where the board or the nomination committee has submitted proposals, it is possible to vote Yes or No, which is clearly stated in the postal voting form. It is also possible to abstain from voting on an individual decision item. The postal vote must be received by the company as stated below no later than Wednesday, May 4, 2022. Registration does not need to be made separately as the postal voting form also applies as registration. Shareholders can also cast a postal vote electronically by verifying with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>. Such electronic votes must be cast no later than Wednesday, May 4, 2022.

Complete form, including any appendices, are sent by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by writing to Årsstämman i Humana AB, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. If the shareholder is a legal person, a copy of the registration certificate or equivalent authorisation document for the legal person must be attached to the form. The same applies if the shareholder votes by proxy.

The shareholder may not provide the postal vote with special instructions or conditions. If so, the postal vote is invalid in its entirety. Further instructions can be found in the postal voting form.

## **PROXY AND POWER OF ATTORNEY**

Anyone who is not personally present at the meeting may exercise their right at the meeting through a proxy with a written, signed and dated power of attorney. The same applies if someone wishes to postal vote. A power of attorney form is available on the company's website, <https://www.humanagroup.com/>. The power of attorney form can also be obtained from the company or ordered by contacting Euroclear Sweden AB by telephone as instructed above. If a power of attorney has been issued by a legal entity, a copy of the registration certificate or equivalent authorisation document for the legal entity must be attached. The power of attorney may not be older than one year unless a longer period of validity is stated in the power of attorney, however, for a maximum of five years. In order to facilitate access to the general meeting, proxies, registration certificates and other authorisation documents should be received by the company well in advance prior to the meeting.

## **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. CEO's Speech
8. Presentation of the annual report and auditor's report, and also the group accounts and auditor's report for the group
9. 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 2021
10. Resolution on number of directors
11. Resolution on number of auditors
12. Resolution on directors' fees
13. Resolution on auditor's fees
14. Election of directors and chair of the board
15. Election of auditor
16. Resolution on approval of the remuneration report
17. Resolution on issue authorisation
18. 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
19. Resolutions on a reduction of the share capital with retirement of repurchased own shares and increase of the share capital through a bonus issue
20. Closure of the meeting

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

The nomination committee for the annual general meeting 2022 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 AB.

The nomination committee presents the following proposals for the annual general meeting on May 10, 2022.

#### **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, shall be elected to chair the meeting.

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

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 11)**

The nomination committee proposes that the company have one auditor, with no alternate.

#### **Resolution on directors' fees (item 12)**

The nomination committee proposes that fees shall be paid with an amount of SEK 725,000 (700,000) for the chair of the board and SEK 260,000 (250,000) each for ordinary directors elected by the meeting. Fees shall be paid with an amount of SEK 120,000 (120,000) to the chair of the audit committee, SEK 50,000 (40,000) to each other member of the audit committee, SEK 90,000 (60,000) to the chair of the remuneration committee and SEK 40,000 (20,000) to each other member of the remuneration committee.

The nomination committee's proposal means a total directors' fee of SEK 2,505,000 (2,310,000).

#### **Resolution on auditor's fees (item 13)**

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

#### **Election of directors and chairman of the board (item 14)**

The nomination committee proposes re-election of Karita Bekkemellem, Kirsi Komi, Monica Lingegård, Sören Mellstig, Anders Nyberg and Fredrik Strömholm as directors. It is proposed that Sören Mellstig shall be re-elected as chair of the board.

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

#### **Election of auditor (item 15)**

The nomination committee proposes that the registered audit company KPMG AB shall be reappointed auditor for the period until the end of the annual general meeting of 2023.

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**

Allocations of the company's results in accordance with the adopted balance sheet (item 9 b)

The board proposes that the distributable profit of SEK 1,506,628,055 shall be fully balanced in a new account.

#### **Resolution on adoption of guidelines for salary and other remuneration (item 16)**

The board proposes that the meeting resolves to approve the remuneration report on remunerations in accordance with Chapter 8 Section 53 a of the Swedish Companies Act.

#### **Resolution on issue authorisation (item 17)**

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

The board shall be 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.

The board, or the person appointed by the board, shall be entitled to decide on minor changes to the authorisation resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

### **Resolution on authorisation for the board to resolve on acquisition of own shares (item 18 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.

The board, or the person appointed by the board, shall be entitled to decide on minor changes to the authorisation resolution that may be necessary due to formal requirements.

### **Resolution on authorisation for the board to resolve on transfer of own shares (item 18 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.

The board, or the person appointed by the board, shall be entitled to decide on minor changes to the authorisation resolution that may be necessary due to formal requirements.

### **Resolutions on a reduction of the share capital with retirement of repurchased own shares and increase of the share capital through a bonus issue (item 19)**

The board proposes that the general meeting resolve to reduce the share capital with a retirement of repurchased own shares and to increase the share capital through a bonus issue mainly in accordance with the following. The resolutions are conditional upon each other, thus the board proposes that the general meeting makes one joint resolution with respect to the proposals.

#### **A. Reduction of the share capital**

The company's share capital will be reduced as follows.

1. The company's share capital will be reduced by SEK 118,089.024.
2. The reduction will be made with retirement of 5,314,006 of the shares in the company repurchased and held by it.
3. The retirement of shares will be made without any repayment.
4. The purpose of the reduction is to allocate means to unrestricted equity. The means will, however, be restored to the share capital in accordance with item B below.

The board states the following as an account under Chapter 20 Section 13 Paragraph 4 of the Swedish Companies Act. The resolution to reduce the share capital in accordance with this item requires neither the approval of the Swedish Companies Registration Office nor, in disputed cases, a court of general jurisdiction, since the company simultaneously will carry out a bonus issue meaning that neither the restricted equity nor the share capital will be reduced. The effect of the board's proposal under item A means that the company's restricted equity and share capital will be reduced by SEK 118,089.024. The effect of the board's proposal under B below means that the company's restricted equity and share capital will be increased by SEK 118,089.024 and thereby unchanged compared to the amount before the reduction. The proposed resolution to carry out a bonus issue is set out in item B below.

#### **B. Increase of the share capital through a bonus issue**

To restore the share capital following the proposed reduction of the share capital as set out above, the share capital will be increased by a bonus issue of SEK 118,089.024 through a transfer of SEK 118,089.024 from the company's unrestricted equity.

The bonus issue will take place without the issuing of new shares.

Following the resolutions under items A and B the company's share capital will total SEK 1,180,890.32 and there will be 47,826,058 registered shares, each with a quota value of approximately SEK 0,025.

### **SPECIAL MAJORITY REQUIREMENT**

For decisions according to items 17 (issue authorisation), 18 a (authorisation on acquisition of own shares), 18 b (authorisation on transfer of own shares) and 19 (reduction of the share capital with retirement of repurchased own shares and increase of the share capital through a bonus issue) to be valid, each proposal must be agreed on by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

## **DOCUMENTS**

The complete documents in accordance with the Swedish Companies Act (2005:551) will be available at the company's address Warfinges väg 39 in Stockholm, and on the company's website <https://www.humanagroup.com/> as from Tuesday, April 19, 2022, and will be sent immediately without charge to any shareholders who so request and state their postal address. The documents will also be available at the meeting.

## **INFORMATION**

The board and the CEO shall, upon any shareholder's request and if the board deems that it can take place without substantial damage for the company, at the meeting give information about circumstances that may influence determination of an item on the agenda, circumstances which may affect the assessment of the company's or its affiliates' financial position, the consolidated accounts and the company's relation to another company in the group.

Shareholder's wishing to submit questions 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).

## **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 5,314,006 of its own shares.

## **PROCESSING OF PERSONAL DATA**

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

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Stockholm, March 2022

Humana AB (publ)

*The board of directors*

*Humana is a leading Nordic care company providing services within individual and family care, personal assistance, elderly care and special service housing in accordance with LSS. Humana has 18,000 employees in Sweden, Norway, Finland and Denmark providing care for 9,000 individuals and working to achieve the vision "Everyone is entitled to a good life". In 2021, Humana's operating revenue was SEK 8,188m. Humana is listed on Nasdaq Stockholm and the company's headquarters are located in Stockholm. Read more about Humana on: <https://www.humanagroup.com/>*