

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

The annual general meeting of Humana AB will be held on Thursday, May 16, 2024, at 15:00 pm at Courtyard by Marriott Stockholm Kungsholmens venues at Rålambshovsleden 50, 112 19 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

1. be entered as a shareholder in the share register kept by Euroclear Sweden AB as of Tuesday, May 7, 2024, and
2. give notice of their attendance to the company no later than on Friday, May 10, 2024.

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, [www.humanagroup.com](http://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 Friday, May 10, 2024, 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 Friday, May 10, 2024. 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 Friday, May 10, 2024.

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 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 2023
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 remuneration report
17. Resolution on establishing guidelines for remuneration to senior executives
18. Resolution on issue authorisation
19. Resolution 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
20. Closure of the meeting

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

The nomination committee for the annual general meeting 2024 comprises the following members: Fredrik Strömholm, appointed by Impilo Care AB (chair of the committee); Alexander Kopp, appointed by Incentive AS; Richard Torgersson, appointed by Nordea Fonder; Anette Andersson, appointed by SEB Investment Management AB and Anders Nyberg, chair of the board of Humana AB.

The nomination committee presents the following proposals for the annual general meeting on May 16, 2024.

#### **Election of chair of the meeting (item 2)**

The nomination committee proposes that Anders Nyberg, 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 seven 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 775,000 (725,000) for the chair of the board and SEK 290,000 kronor (260,000) each for ordinary directors elected by the meeting. Fees shall be paid by an amount of SEK 145,000 kronor (120,000) for the chair of the audit committee, SEK 60,000 kronor (50,000) to each other member of the audit committee, SEK 110,000 kronor (90,000) to the chair of the remuneration committee and SEK 50,000 kronor (40,000) to each other member of the remuneration committee.

The nomination committee's proposal means a total directors' fee of SEK 3,100,000 (2,505,000).

#### **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 proposed re-election of Grethe Aasved, Carolina Oscarius Dahl, Monica Lingegård, Leena Munter, Anders Nyberg, Ralph Riber and Fredrik Strömholm, as directors. Anders Nyberg 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 2025.

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 1,516,448 076 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 18)**

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 acquisition of own shares (item 19 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 19 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. In the event of transfer of own shares in any other way, the price shall be determined so that it is not less than what is in accordance with market conditions, whereby a market discount in relation to the share price may be applied.
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.

### **SPECIAL MAJORITY REQUIREMENT**

For decisions according to items 18 (emissionsbemyndigande), 19 a (bemyndigande om förvärv av egna aktier) and 19 b (bemyndigande om överlåtelse av egna aktier) to be valid, the 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 Thursday April 25, 2024, 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 47,826,058 shares, representing a total of 47,826,058 voting rights. As of the same date, the company is holding no shares in treasury.

### **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>

---

Stockholm April 2024  
**Humana AB**  
*The Board of directors*