

The Nomination Committee's explanatory statement on the Humana AB Board recommendations prior to the 2018 AGM

Report on the work of the Nomination Committee during the year

Prior to the 2018 Annual General Meeting, the Nomination Committee of Humana AB comprises:

- Lloyd Perry, representative of Argan Capital (through the company Air Syndication SCA), Chair of the Committee
- Alexander Kopp, representative of Incentive AS
- Katarina Hammar, representative of Nordea Funds Ltd
- Sven-Erik Zachrisson, representative of Zirkona AB
- Per Båtelson, Chairman of the Board of Humana AB

The Nomination Committee's members represent shareholders holding approx. 59 percent of the total votes in the Company.

The Nomination Committee held its first meeting on the 15th of November 2017, with a total of three subsequent meetings and additional contact by email and telephone. All the Committee's resolutions were unanimous.

The Chairman of the Board has described the work of the Board of Humana AB to the Nomination Committee and explained how the annual evaluation of the Board proceeded and reported the results of the evaluation. The Committee has also received the Audit Committee's recommendation concerning external auditors.

Three of the existing Board members ahead of the AGM 2017 did not seek re-election. It was decided, in accordance with the Nomination Committee's proposal, to appoint only two new members to the Board for the time up and until the AGM 2018. Ahead of the 2018 AGM, the Nomination Committee has evaluated whether another member should be added to the board. The Nomination Committee has thus had discussions and conducted a screening of suitable candidates whom would contribute to the strengthening of the competence of the Board. The Nomination Committee's concluded, however, that the current Board has the expertise and experience the company needs for time being and that the members complement each other in a good manner. The new members who joined the board at the AGM 2017 add a good dynamic to the board and contribute positively to the Board's work.

The Nomination Committee has taken into account the requirements for companies on the stock exchange and is of the opinion that the Board's current composition reflects both the company's ownership situation and the company's operations in a satisfactory way. Humana has during recent years expanded both in Sweden, Norway and in Finland. The Nomination Committee therefore continues to see Nordic expertise on the Board as central. Additional areas of competence that remain of importance for the Board work in Humana are, besides good knowledge of the care market, political experience, service procurement, IT expertise and experience from leading staff-intensive organizations.

The Committee has discussed the composition of the Board and has agreed on the main profiles for the Board members, including requirements for independent members. The recommended composition of the Board meets the requirements of the Swedish

Corporate Governance Code on the independence of Board members, as all members are considered independent of the Company and its management.

The composition of the Board also meets the requirement for at least two of the Board members to be independent of the Company's major shareholders. In Humana's case, six out of seven Board members are independent of the Company's major shareholders. Lloyd Perry is considered to have a connection with the Company's major shareholder.

As a diversity policy, the Nomination Committee has applied the Code's rule that the Board's composition should reflect diversity and breadth in terms of the elected Board members' expertise, experience and background, and that gender balance should be sought on the Board. Humana's Board has had gender balance for a long time. The Board members recommended for election by the 2018 AGM comprise four women and three men, a ratio of 57.1 to 42.9 percent. The recommendation therefore goes beyond the Swedish Corporate Governance Board's long-term target of about 40 percent for the less represented gender on corporate boards by 2020.

The Nomination Committee also takes the view that the Board members still have a reasonable total workload so that sufficient time and commitment can be devoted to their Humana Board duties. The Nomination Committee is of the opinion that the proposed members will be able to fulfil all criteria.

The Nomination Committee has received views on the Board's composition from shareholders, and these have been taken into account in the Committee's work.

Explanation of the Board recommendations

The Nomination Committee's assessment is that the work of the current Board is efficient and that the Board collectively brings Humana significant knowledge and valuable experience. The Nomination Committee therefore recommends the re-election of Per Båtelson, Helen Fasth Gillstedt, Per Granath, Kirsi Komi, Monica Lingegård, Lloyd Perry and Ulrika Östlund.

The Nomination Committee considers the proposed Board of Directors to have a sound composition that is well-suited to Humana's operations, needs and current phase of development. It is the Committee's assessment that the Board brings valuable expertise, diversity and breadth, both in terms of experience and background.

Information about all recommended Board members is available on Humana's website <http://corporate.humana.se>.

Stockholm, January 19, 2018

Nomination Committee, Humana AB

Lloyd Perry
(Chair)

Alexander Kopp

Katarina Hammar

Sven-Erik Zachrisson

Per Båtelson
(Chairman, Humana AB)