

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 7 May 2020 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 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 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 19, Section 22 of the Swedish Companies Act (2005:551) and the annual report 2019.

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 person to approve the minutes

It was resolved to elect Anna Magnusson 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 Wednesday 1 April 2020 and in the Official Swedish Gazette on Friday 3 April 2020, and that announcement that notice had been given had been published in Dagens Industri on Friday 3 April 2020.

It was resolved to declare the meeting duly convened.

7 CEO's address

The CEO, Rasmus Nerman, held a short speech on the business year of 2019.

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 2019 were presented at the meeting.

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 2019.

9 b Resolution on allocation of the company's results in accordance with the adopted balance sheet

It was resolved, in accordance with the Board's proposal, that the distributable profit of SEK 1,657,546,385 be fully balanced in a new account.

9 c Resolution on discharge from liability towards the company for the directors and the CEO for the financial year 2019

It was resolved to discharge the directors and the CEO from liability for the management of the company in the financial year 2019.

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

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 2021.

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 2021 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 100,000 is payable to the chair of the audit committee and SEK 33,000 each to other members of the audit committee, SEK 50,000 to the chair of the remuneration committee and SEK 16,500 to each other member of the remuneration committee.

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 Magdalena Gerger, Kirsi Komi, Monica Lingegård, Sören Mellstig and Fredrik Strömholm as Directors and election of, Karita Bekkemellem and Anders Nyberg as new Directors for the period until the end of the annual general meeting 2021.

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 2021.

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 salary and other remuneration

It was resolved at the meeting, in accordance with the board of directors' proposal, to adopt guidelines for salary and other remuneration 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 expressed his sincere thanks to the resigning board member Per Granath and then declared the meeting closed.

At the minutes:

Victoria Skoglund

Approved:

Sören Mellstig

Anna Magnusson