

Annual general meeting of Handicare Group (publ)

The shareholders of Handicare Group (publ), 556982-7115, (“Handicare”) are hereby invited to the annual general meeting on Tuesday, 8 May 2018 at 1:00 p.m. at Tändstickspalatset, Västra Trädgårdsgatan 15, Stockholm, Sweden.

Right to participate in the annual general meeting

Shareholders who wish to participate in the annual general meeting must

firstly be included in the shareholders’ register maintained by Euroclear Sweden AB as of Wednesday, 2 May 2018, and,

secondly notify Handicare of their participation not later than Wednesday, 2 May 2018.

Notification of attendance

Notification of attendance at the annual general meeting may be made:

- By telephone: 08-402 91 81, weekdays 9.00-16.00, CET
- By post:
Handicare Group AB (publ)
“Annual General Meeting”
c/o Euroclear Sweden AB
Box 191
SE-101 23 Stockholm
Sweden
- Via the website: www.handicaregroup.com

The notification shall state the shareholder’s:

- Name
- Personal identity number/Corporate Registration Number
- Address and daytime telephone number
- Shareholding
- When applicable, information about any assistants, not more than two assistants, and information on any proxies who may accompany the shareholder to the Meeting

When applicable, complete authorisation documents, such as registration certificates or the equivalent, shall be appended to the notification.

Proxy

Shareholders represented by proxy shall issue a dated power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document (“certificate”) for the legal entity shall be appended to the notification of attendance. The power of attorney and certificate may not be more than one year old. However, the validity of the power of attorney may be a maximum of five years from the date of issue, if specifically stated. The power of attorney in original and, where applicable, the certificate, should be sent by post to the company at the address stated above well in advance of the annual general meeting. Proxy forms are available from www.handicaregroup.com, and will also be sent to shareholders who so request and inform the company of their postal address.

Nominee shares

Shareholders whose shares have been registered with a nominee must, through the bank or securities broker administering the shares, temporarily re-register their shares in their own names in order to be entitled to participate in the Annual General Meeting. Such re-registration must be completed with Euroclear Sweden AB not later than Wednesday, 2 May 2018, entailing that the request for re-registration must be made to the nominee well in advance of this date.

Number of shares and votes

In Handicare there is a total of 58,939,000 shares and votes. Handicare does not hold any shares of its own.

Shareholders' right to request information

Shareholders are reminded of their right, at the annual general meeting, to request information from the board of directors and the CEO pursuant to Chapter 7, Section 32 of the Swedish Companies Act.

Proposed agenda

1. Opening of the meeting;
2. Election of chairman of the meeting;
3. Drawing up and approval of the voting list;
4. Approval of the agenda;
5. Election of one or two persons to certify the minutes;
6. Determination as to whether the meeting has been duly convened;
7. Presentation of the submitted annual report and auditors' report and the consolidated annual report and auditors' report for the group;
8. Speech by the CEO and statement by the chairman of the board of directors;
9. Resolution regarding the adoption of the income statement and balance sheet and the consolidated income statement and balance sheet;
10. Resolution regarding allocation of profit in accordance with the adopted balance sheet;
11. Resolution regarding the discharge from liability for the members of the board of directors and the CEO;
12. Determination of the number of members and deputy members of the board of directors, and auditors and deputy auditors;
13. Determination of remuneration to the board of directors and the auditors;
14. Election of the members of the board of directors and the chairman of the board of directors and auditors;
15. Resolution regarding adjustments to the instructions for the nomination committee;
16. Proposal regarding remuneration guidelines for the group management; and
17. Closing of the Meeting.

Resolution allocation of profit in accordance with the adopted balance sheet (item 10)

The Board of Directors proposes that the dividend for the financial year 2017 be determined to SEK 0.50 per share. The Board proposes Wednesday, 11 May 2018 as the record day. If the annual general meeting resolves in accordance with the board's proposal, the dividend is expected to be paid through Euroclear Sweden AB on Wednesday, 16 May 2018.

The Nomination Committee's proposals (items 2, 12, 13, 14 and 15)

The nomination committee is tasked with submitting proposals on the election of the board chairman and other members of the board of directors, fees for the board and any remuneration for committee work, election and remuneration of the auditor and election of the chairman of the annual general meeting. The shareholders represented in the nomination committee hold about 76 per cent of the shares and votes in Handicare.

The nomination committee has submitted the following proposals concerning items 2, 12, 13, 14 and 15:

- Johan Thiman, lawyer and partner at White & Case LLP, be elected chairman of the annual general meeting (item 2).
- The fee to each member of the board of directors shall be SEK 180 000. However, the fee payable to the chairman of the board of directors shall be SEK 450,000. It is proposed that the fee for the chairman of the remuneration committee be SEK 50,000, while the fee for an ordinary member of the remuneration committee be SEK 25,000. It is proposed that the fee for the chairman of the audit committee be SEK 100,000, while the fee for an ordinary member of the audit committee be SEK 50,000. It is proposed that the fee to the auditors be paid in accordance with approved invoices (item 13).
- The number of members of the board of directors shall be seven (7), with no deputy members (item 12). As members of the board of directors re-election of the current members of the board of directors Lars Marcher, Joakim Andreasson, Maria Carell, Johan Ek, Elisabeth Thand Ringqvist and Claes Magnus Åkesson, and election of Jonas Arlebäck is proposed. The nomination committee proposes that Lars Marcher be re-elected chairman of the board of directors (item 14).
- The number of auditors shall be one (1) without deputies (item 12). The committee proposes the election of Ernst & Young AB with authorised public accountant Stefan Andersson Berglund as auditor-in-charge (item 14);
- The extra ordinary general meeting held 30 August 2017 adopted instructions for the nomination committee of Handicare. The nomination committee proposes that the annual general meeting resolve to adjust the first sentences of items 2.1 and 2.3 in accordance with the following (item 15):

Current wording	Proposed wording
2.1 The nomination committee shall prior to the Annual General Meeting be composed of representatives of the four largest shareholders of the Company in terms of votes, who are registered in the share register maintained by Euroclear Sweden AB as of 31 October each year and the Chairman of the Board of Directors, who shall also convene the nomination committee to its first meeting.	2.1 The nomination committee shall prior to the Annual General Meeting be composed of representatives of the four largest shareholders of the Company in terms of votes, who are registered in the share register maintained by Euroclear Sweden AB as of <i>31 August</i> each year and the Chairman of the Board of Directors, who shall also convene the nomination committee to its first meeting.
2.3 If a change in the Company's ownership structure occurs after 31 October but before the date which occurs three months ahead of the forthcoming Annual General Meeting, (...).	2.3 If a change in the Company's ownership structure occurs after <i>31 August</i> but before the date which occurs three months ahead of the forthcoming Annual General Meeting, (...).

Proposal regarding remuneration guidelines for the group management (item 16)

The board of directors proposes that the annual general meeting adopts the following guidelines for remuneration to the CEO and other senior executives, being members of the group management.

Principles

In general, remuneration to members of group management shall be based on the position held, individual performance and group performance, and shall be on a competitive basis in the country of employment. The overall remuneration package for group management comprises fixed salary, variable salary in the form of short-term incentives based on annual performance targets, long-term incentives, pension and other benefits. In addition, there are conditions on notice of termination and severance pay.

Fixed salary

Fixed salary shall constitute the basis for total remuneration. The salary shall be related to the relevant market and shall reflect the degree of responsibility involved in the position.

Variable salary (Short-term Incentive, "STI")

Members of group management shall be entitled to STI in addition to the fixed salary. The STI shall be based on the financial result for the group and/or for the business unit for which the member of group management is responsible. Financial performance indicators that should be used are organic growth, earnings and cash flow. In addition, other specific performance indicators can be used in order to focus on matters of special interest to the Company. Clearly defined objectives for "target" and "stretch" levels of performance shall be stated in the beginning of the year and reflect the plans approved by the board of directors. STI may amount to a maximum of 50% ("stretch" level) of the fixed salary.

Long-term incentive

The board of directors will annually evaluate if a long-term incentive program (e.g. share or share price based) should be proposed to the annual general meeting.

For a description of the company's other long-term incentive programs, please see Handicare's website www.handicaregroup.com.

Pensions

Pension benefits shall be defined contribution. The age of retirement follow the country specific pension rules.

Notice of termination and severance pay

A mutual notice period of 6 months applies for the CEO. For other members of the group management mutual notice periods of 6 months apply. The CEO and the other members of the group management shall, upon having their employments terminated by the company, be entitled to severance pay amounting to not more than 12 months monthly fixed salary. No severance payment will be made when the employment is terminated by the employee.

Authority for the board to deviate from the principles

Under special circumstances, the board of directors may deviate from these guidelines. In case of such deviation, the next annual general meeting shall be informed of the reasons.

The board of directors' complete proposal regarding the distribution of profit and the board of directors' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act according to item 10, the proposal regarding remuneration guidelines for the group management according to item 16, the annual accounts according to item 7 and the auditor's statement on the application of remuneration guidelines for Group management will be available at the company's office at Ingmar Bergmans gata 4, SE-114 34

N.B. This is an unofficial English translation.

Stockholm, Sweden and on the company's website [www. handicargroup.com](http://www.handicargroup.com) from 17 April 2018 at the latest. These documents will also be sent to shareholders who so request and inform the company of their postal address.

The report by the board of directors on the remuneration committee's evaluation of remuneration to senior executives, information about all of the members proposed to comprise Handicare's board of directors and the nomination committee's complete proposals (including the proposed adjusted instructions for the nomination committee according to item 15), explanatory statement regarding the proposal to the Board and report on work prior to the annual general meeting are available on the company's website www.handicare.com.

Stockholm, April 2018
Handicare Group AB (publ)
Board of directors