



## **The Board's proposal to the Annual General Meeting of GHP Specialty Care AB (publ) on 23 April 2020 concerning changes in Articles of Association (agenda item 13 and 14):**

### **Articles of Association for GHP Specialty Care AB (556757-1103)**

**Adopted by the Annual General Meeting 23 April 2020**

#### **§ 1 Name**

The name of the Company is GHP Specialty Care AB. The Company is a public company (publ).

#### **§ 2 Domicile**

The Board of the Company shall have its registered office in the municipality of Gothenburg.

#### **§ 3 Object**

The object of the Company's business is to, directly or indirectly, conduct and own and manage medical care and act as a consultant within these areas, to own and manage movables and immovables and to carry out other business activities compatible therewith.

#### **§ 4 Share Capital**

The share capital of the Company shall be not less than SEK 59,000,000 and not more than SEK 236,000,000.

#### **§ 5 Number of shares**

The number of shares shall be not less than 59,000,000 and not more than 236,000,000.

#### **§ 6 Board of Directors**

The Board of Directors of the Company shall consist of not less than five and not more than eight members with not more than five deputy members.

#### **§ 7 Auditors**

The Company shall have one or to two auditors, with a corresponding number of deputy auditors, or one or two authorized accounting firms.

#### **§ 8 Notices**

A notice convening an Annual General Meeting and a notice convening an Extraordinary General Meeting where a change of the Articles of Association will be resolved shall be published not earlier than six weeks and not later than four weeks prior to the meeting. Notice to other Extraordinary General Meetings shall be published not earlier than six weeks and not later than three weeks prior to the meeting.

Notice of a General Meeting shall be announced in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company's website. It shall be announced in Dagens Industri that a notice to a general meeting has been made.

Shareholders wishing to attend the General Meeting must be entered in the share register in a way that aligns with the Companies Act, and notify the Company of their intention to attend not later than on the day specified in the notice. That day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the meeting.

Shareholders who are entitled to attend the General Meeting may be accompanied by no more than two assistants if the shareholder has reported the number of assistants as stated in the third paragraph above.

#### **§ 9 Record day clause**

The Company's shares shall be registered in a Central Securities Depository Register under the Financial Instruments Act (Sw. lagen (1998:1479) om kontoföring av finansiella instrument).



### **§ 10 Business of the Meeting**

The following matters shall be dealt with at the Annual General Meeting:

1. Election of chairman at the meeting
2. Drawing up and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to certify the minutes
5. Determination of whether the meeting was duly convened
6. Presentation of the annual report and audit report as well as the consolidated accounts and the group audit report
7. Resolutions on
  - a) the adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and balance sheet
  - b) allocation of profit or loss in accordance with the adopted balance sheet
  - c) the discharge from liability of the Board members and, where applicable, of the managing director
8. Determination of the number of Board members, deputy Board members and where applicable, auditors
9. Determination of fees for the Board and for the auditors
10. Election of the Board and, where applicable, an auditor
11. Other matters which rest upon the General Meeting according to the Swedish Companies Act (Sw. Aktieföretagslag 2005:551) or the Company's Articles of Association.

### **§ 11 Financial year**

The calendar year shall be the Company's financial year.