



The Board's proposal to the Annual General Meeting of GHP Specialty Care AB (publ) on 27 April 2016 concerning authorisation of the Board to make a decision on a new share issue before the next Annual General Meeting (agenda item 13):

The Board proposes that the Annual General Meeting adopts a resolution authorising the Board, for a period of time up until the next Annual General Meeting, on one or more occasions and following or deviating from the shareholders' pre-emptive rights, to make a decision to issue no more than 6,500,000 new shares. The Board shall be entitled to decide that the shares be paid for, apart from in cash, via capital contributed in kind or otherwise on terms specified in chap 2 § 5 second paragraph 1-3 and 5 of the Swedish Companies Act or that the shares shall be subscribed for with offset rights.

A new share issue deviating from the shareholders' pre-emptive rights may only be utilised to finance the acquisition of a company or part of a company.

In the event of a resolution on a directed cash issue of shares, the subscription price of the new shares shall be set at an amount that is in close relation to the price of the Company's shares on the Stock Exchange at the time the new share issue is carried out.

The Board shall also be authorised, at the same time bearing in mind the above-mentioned conditions, to make a decision on other conditions that the Board finds necessary to carry out the new share issues.

The reason for the right to deviate from the shareholders' pre-emptive rights is to enable the Company, when an occasion arises to acquire a company or part of a company, to quickly and effectively finance the acquisition either by bringing in capital or via capital contributed in kind.

The dilution effect if the authorisation is fully utilised corresponds to approximately nine (9) per cent of the share capital and votes.

Furthermore, the Board proposes that the Board or a person appointed by the Board shall be authorised by the Annual General Meeting to make any small changes to the resolution of the Annual General Meeting that may prove necessary when registering at the Swedish Companies Registration Office.

It can be noted that the 2015 Annual General Meeting authorised the Board, for a period of time no longer than up until the next Annual General Meeting in 2016, to make a decision to issue no more than 6,500,000 new shares. No part of this authorisation has been utilised.

The resolution is only valid if at least two thirds of both the votes cast and the votes represented at the Annual General Meeting have been given in favour of the proposal.

Gothenburg, March 2016

GHP Specialty Care AB (publ)
The Board of Directors