

## Notice of the Annual General Meeting of GLOBAL HEALTH PARTNER AB (publ)

The shareholders of Global Health Partner AB (publ), corporate identity number 556757-1103, ("the Company") are hereby invited to attend the Annual General Meeting to be held on Tuesday 29 April 2014 at 3.30 p.m. on SEB's premises at Östra Hamngatan 24, 405 04 Gothenburg. Registration will take place from 3 p.m., when coffee will be served.

### Registration

Shareholders who wish to attend the Annual General Meeting must

be recorded in the share register kept by Euroclear Sweden AB ("Euroclear") on Wednesday 23 April 2014, and

give notice of intent to attend no later than 4 p.m. on Wednesday 23 April 2014. Notice of intent to attend can be given either in writing to Global Health Partner AB (publ), Östra Hamngatan 26-28, 411 09 Göteborg, Sweden, by telephone (+46 31-712 53 17), by fax (+46 31-313 13 21) or by e-mail ([arsstamma@ghpartner.com](mailto:arsstamma@ghpartner.com)). Notice should include the shareholder's name, personal or corporate identity number, address and daytime telephone number, and the number of shares held. Information should also be given, where appropriate, of any deputy, representative or advisor (maximum two).

Shareholders represented by another party must submit a dated proxy to the Company for the representative. Anyone representing a legal entity must submit a copy of the current Certificate of Registration or similar authorization documents indicating who is entitled to sign on behalf of the Company. The proxy's period of validity may not be longer than five years. Proxy forms in Swedish and English are available at the Company or on the Company website, [www.globalhealthpartner.com](http://www.globalhealthpartner.com). The original of the proxy and any Certificate of Registration should be sent to the Company at the address given above in good time before the meeting.

Shareholders that have their shares registered in the name of a nominee must, in addition to giving notice of their intent to attend the meeting, request that they be temporarily recorded in the share register in their own names (so called voting-rights registration) to be able to attend the General Meeting. In order for such registration to be effectuated by Wednesday 23 April 2014, shareholders should contact their bank or trustee well in advance of that date.

### Proposed agenda

1. Opening of the AGM.
2. Election of Chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two people to verify the minutes.
6. Determination as to whether the meeting has been properly convened.
7. Address given by the CEO.
8. Presentation of the Annual Accounts and the Audit Report as well as the Consolidated Accounts and the Audit Report for the Group.
9. Resolutions on
  - a) adoption of the Profit and Loss Accounts and the Balance Sheet as well as the Consolidated Profit and Loss Accounts and the Consolidated Balance Sheet,
  - b) treatment of the Company's unappropriated profits in accordance with the adopted Balance Sheet,
  - c) discharging the members of the Board and the CEO from liability.
10. Determination of the number of members of the Board and deputy members of the Board.
11. Determination of fees to the members of the Board and the Auditor.
12. Election of the Board of Directors and Auditor.
13. The Board's proposal for a resolution authorizing the Board to issue shares.
14. The Board's proposal for a resolution concerning guidelines for remuneration and other conditions of employment for senior executives.
15. Proposal for a resolution on principles for the appointment of the Election Committee for the Annual General Meeting of 2015.
16. Closing of the meeting.

### Election of Chairman of the Meeting (agenda item 2)

The Election Committee proposes that Thomas Eklund be elected as Chairman of the Annual General Meeting.

### Resolution on treatment of the Company's unappropriated profits in accordance with the adopted Balance Sheet (agenda item 9 b)

The Board of Directors proposes that no dividend be paid for the financial year 2013.

**Proposal concerning the number and the election of members of the Board and Auditor, and fees to the Board and the Auditor (agenda items 10, 11 and 12)**

The Election Committee proposes that the Board shall consist of seven (7) people, with no (0) deputy members.

The Election Committee proposes re-election of Thomas Eklund, Carsten Browall, Bo Wahlström, Mikael Olsson and Cecilia Schelin Seidegård as members of the Board, and new election of Johan Wachtmeister and Christer Johansson, for a mandate period up until the end of the next Annual General Meeting. Furthermore, the Election Committee proposes that Thomas Eklund be elected as Chairman of the Board. Per Båtelson and Paul Hökfelt have declined re-election.

Johan Wachtmeister (born in 1959 in Gothenburg) holds an MBA from IMI Geneva 1986 and an M.Sc. in Mechanical Engineering from KTH 1983. Johan was a co-founder of Global Health Partner in 2006 and was the Deputy CEO for a number of years. He was also co-founder of several of Global Health Partner's business operations. Johan was CEO of Ledstiernan during the period 1999 to 2006 and before that he was employed at SEB between 1989 and 1999. During the latter part of his time at SEB, he was a member of its senior management team and responsible for large companies and institutions. Johan was also co-founder of Stockholm Spine Center in 1999. For several years Johan has been Chairman of the Board of Global Health Partner's business operations in the United Arab Emirates and a member of the Board of several of Global Health Partner's subsidiaries. Furthermore, Johan is Chairman of the Board of Fred Wachtmeister & Partners and MJW Invest, as well as a member of the Board of Alm Equity, which is listed on First North.

Christer Johansson (born in 1961 in Gothenburg) is an entrepreneur and active in a number of fields, including the healthcare, hotel, property and property management fields. He has both built up and managed businesses of his own, which have invested in listed and non-listed companies. Christer conducts his business operations in Klippans Förvaltnings Aktiebolag and is a member of the Board of this company and its subsidiaries.

A reasoned statement from the Election Committee and further information on the proposed members of the Board are available on the Company's website, [www.globalhealthpartner.com](http://www.globalhealthpartner.com).

The Election Committee proposes a Board fee of SEK 1,600,000 in total, to be divided up as follows: SEK 400,000 to the Chairman of the Board and SEK 200,000 to six (6) Board members who are not Global Health Partner employees. No further remuneration is paid for committee work.

The Election Committee proposes the re-election of Ernst & Young, with the authorized public accountant Thomas Nilsson as the auditor in charge. It is proposed that Ernst & Young be elected for a period up until the end of the next AGM.

The Election Committee proposes that the Auditor's fee be paid on the basis of approved invoicing presented to the Company, for a period up until the end of the next Annual General Meeting.

**The Board's proposal for a resolution authorizing the Board to issue shares in connection with a company acquisition etc. (agenda item 13)**

The Board proposes that the Annual General Meeting adopts a resolution authorizing the Board, for a period of time no longer than up until the next Annual General Meeting in 2015, 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 utilized 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 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 authorization is fully utilized corresponds to approximately nine (9) percent of the share capital and votes.

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.

**The Board's proposal for a resolution on guidelines for remuneration and other terms of employment for senior executives (agenda item 14)**

The Company shall strive to offer total remuneration that is reasonable and competitive in the market where the Company is operative. The remuneration terms shall reflect 'payment by performance' and vary with the individual's performance and the Company's results. The total remuneration can comprise a basic annual salary, insurable benefits and other variable remuneration or remuneration from incentive programs.

Following the 'payment by performance' principle, remuneration from different forms of variable remuneration or incentive programs can represent an important part of the total remuneration for senior management. Such remuneration can be offered both with short-term performance targets (up to one (1) year) and long-term performance targets (three (3) years or longer). Other variable remuneration may be approved by the Board in extraordinary circumstances, provided that such extraordinary arrangements are made with a view to recruiting or retaining personnel or achieving certain objectives.

The Board of Directors shall be entitled to deviate from these guidelines if special reasons for doing so exist in any individual case.

**Proposal for a resolution on principles for the appointment of members to the Election Committee for the Annual General Meeting of 2015 (agenda item 15)**

The Election Committee proposes that the Company Chairman be appointed as a member of the Election Committee and shall appoint, in consultation with the three largest owners of the Company at 30 September 2014, three further members to the Election Committee. If any of these three owners do not wish to appoint a representative this right is transferred to the fourth largest owner, and so on. In the event that one of the members of the Election Committee represents a shareholder that no longer belongs to the largest shareholders of the Company in terms of the number of votes, or for any other reason decides to resign from the Election Committee before the Annual General Meeting of 2015, the other members of the Election Committee shall together have the right to appoint another representative for the major shareholders to replace this committee member. The names of the three owners' representatives and of the shareholders that they represent shall be published no later than six months before the Annual General Meeting of 2015.

The tasks of the Election Committee for the Annual General Meeting of 2015 shall be to submit proposals for the election of a Chairman for the Annual General Meeting, the number of members of the Board, election of the Chairman and other members of the Board, election of the Company's Auditor, fees and other remuneration for each of the members of the Board, a fee for the Company's Auditor and a resolution on the Election Committee for the Annual General Meeting of 2016. The Election Committee shall otherwise fulfil the duties incumbent on the Election Committee, as stipulated by the Swedish Code of Corporate Governance.

**Documents and information on the right of disclosure**

The Annual Report and the Audit Report and the Board's complete proposals in accordance with items 13 and 14, as well as the Auditor's Statement in accordance with chap 8 § 54 of the Swedish Companies Act, and other documents in accordance with the Swedish Companies Act, will be available at the Company and on the Company's website [www.globalhealthpartner.com](http://www.globalhealthpartner.com) no later than Tuesday 8 April 2014. The documents will be sent to shareholders who so request and give their postal address.

Shareholders are informed of their right to demand disclosure at the Annual General Meeting both of the conditions that can have an impact on the assessment of a matter under consideration and of the conditions that can have an impact on the assessment of the Company's or subsidiaries' financial situation and the Company's relationship with another affiliated company.

**Number of shares and votes**

On the day of issue of this notice of the Annual General Meeting, the total number of shares and votes in the Company amounts to 66,082,387.

Gothenburg, March 2014

GLOBAL HEALTH PARTNER AB (publ)

The Board of Directors



**GLOBAL HEALTH PARTNER**

Global Health Partner AB (publ) is required to publish the information herein according to the Swedish Securities Market Act. This information was submitted for disclosure on 27 March 2014 at 7.00 p.m. CET.

This is a translation of the Swedish version of the notice. When in doubt, the Swedish wording prevails.