

The Board's proposal to the Annual General Meeting of Global Health Partner AB (publ) on 3 May 2012 concerning guidelines for remuneration and other terms of employment for the company's senior management (agenda item 16):

Global Health Partner AB (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 and remuneration from the incentive program.

1. Basic salary and remuneration from the incentive program

The annual basic salary ("the basic salary") shall form the foundation of the total remuneration for the company's senior management. The salary shall be competitive in the relevant market and reflect the responsibility that the work entails. The salary levels shall be reviewed regularly (usually through the annual salary evaluation) in order to ensure continued competitiveness and to reward individual achievement.

Following the 'payment by performance' principle, remuneration from different forms of 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 1 year) and long-term performance targets (3 years or longer).

Performance can be measured against both financial and non-financial targets. Financial targets shall consist of the creation of value at Group level, as well as other financial measures. Non-financial targets shall focus on factors in accordance with the company's strategic plans.

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. Furthermore, such extraordinary arrangements that are made with a view to retaining personnel shall include performance targets. Extraordinary arrangements with a view to recruiting may include such targets.

In accordance with the principles described above, a resolution was adopted at Global Health Partner's Extraordinary General Meeting on 27 November 2009 to issue 1,235,000 share warrants and 525,000 free-of-charge share warrants that entitle the holder to subscribe for an equal number of new shares. The share warrants can (with the exception of 185,000 share warrants issued for use as a hedge for any social security contributions resulting from the program) be subscribed for by people of great value for the Group's future development. Each person acquiring a share warrant is entitled to subscribe for 0.5 free-of-charge share warrants.

Both the share warrants and the free-of-charge share warrants have a life of three (3) years. Subscription for shares by means of share warrants can be done during the period 1 December 2011 up until 30 November 2012, while subscription for shares by means of free-of-charge share warrants can be done during the period 26 November 2012 up until 30 November 2012. The subscription price is SEK 16 in both cases. A precondition for the subscription of shares by means of the free-of-charge share warrants is that the person is still a Group employee at that time.

The reason for the introduction of the incentive program was that a personal and long-term ownership commitment on the part of the employees can be expected to stimulate increased interest in the business and the development of the company's results, and heighten motivation and the feeling of solidarity with the Company.

Furthermore, in accordance with the principles described above, the Board has proposed that the 2012 Annual General Meeting of Global Health Partner resolves to implement an incentive programme for members of senior management and key persons in the Company and its subsidiaries through the issue of a convertible bond amounting to a total sum of no less than SEK 9,060,000 and no more than SEK 15,100,000, aimed at a company in which the participants in the incentive programme will be given the opportunity to acquire shares. The participants will be allocated shares in the company based on guidelines given in the proposal for the resolution. For more information on the proposal, see "The Board's proposal for a resolution concerning the issue of convertible bonds and approval of the incentive programme" which is available on Global Health Partner's website, www.ghpartner.com.

2. Insurable benefits

Old-age pension, sickness benefits and medical benefits shall be designed so that they reflect rules and general practice. Pension plans shall as far as possible be defined contribution plans.

3. Other benefits

Other benefits can be granted to individual members or the whole of the company's senior management. These benefits shall not constitute a significant part of the total remuneration.

4. Notice of termination and severance pay

Notice of termination shall be 6-12 months when the company terminates employment and 3-6 months when a member of the company's senior management gives notice of termination.

In individual cases the Board can approve severance pay over and above the above-mentioned notice of termination.

Severance pay can only be paid after termination of employment by the company or when a member of the company's senior management resigns due to a considerable change in his/her work situation, which leads to him or her not being able to carry out fully satisfactory work. This can, for example, be the case when there is a considerable change in the ownership of the company in combination with changes in the organisation and/or changes in areas of responsibility.

For the individual, severance pay can mean an extension of the basic salary for a period of up to twelve months after the cessation of the employment agreement. Such payments can be reduced by a value corresponding to the income that the person during a period of up to twelve months earns from other income sources, either from employment or from other independent business activities.

5. Deviations from the guidelines

The Board is entitled to deviate from these guidelines if in an individual case there are special reasons for doing so.

For the Auditor's Statement in accordance with chap. 8 § 54 of the Companies Act, [see Appendix 1](#).

Gothenburg, April 2012

Global Health Partner AB (publ)
The Board of Directors