



**The Board's proposal to the Annual General Meeting of GHP Specialty Care AB (publ) on 24 April 2019 concerning authorisation of the Board to make a decision to acquire the Company's own shares (agenda item 17):**

The Board proposes that the Annual General Meeting authorises the Board, up until the next Annual General Meeting and on one or several occasions, to make a decision to acquire the Company's own shares as follows. The Company may only acquire shares through Nasdaq Stockholm at a price within the price interval current at the time. The Company may only acquire shares so that the Company at any given time holds no more than nine percent of the total number of shares and votes in the Company.

The reason for the authorization is that the Company should be able to purchase shares to adjust the Company's capital structure to the Company's capital requirements at any given time.

Adoption of the Board's proposal requires that at least two thirds of both the votes cast and the votes represented at the Annual General Meeting are in favour of the proposal.

The Board's statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act is attached as Appendix 1.

Gothenburg, March 2019

**GHP Specialty Care AB (publ)**  
The Board of Directors



## Appendix 1

### **Statement of the Board of Directors of GHP Specialty Care AB (publ) pursuant to Chapter 19 Section 22 of the Swedish Companies Act (2005:551) (agenda item 17):**

The Board of GHP Specialty Care AB (publ) submits the following statement pursuant to Chapter 19 Section 22 of the Swedish Companies Act by reason of the proposal concerning authorisation to acquire the Company's own shares in accordance with agenda item 17 in the proposed agenda for the Annual General Meeting to be held on Wednesday 25 April 2018.

The Parent Company's equity includes no unrealised changes in value when financial instruments are valued at fair value.

With reference to what has come to the knowledge of the Board and after a comprehensive assessment of the Company's and the Group's financial position, the assessment of the Board is that the proposal is also warranted and justifiable taking into account what is stated in Chapter 17 Section 3 Paragraphs 2 and 3 of the Swedish Companies Act regarding the demands that the nature, scope and risks of operations place on the size of the Company's and the Group's equity, and taking into consideration the consolidation needs, liquidity and general financial position of the Company and of Group operations.

Gothenburg, March 2018

**GHP Specialty Care AB (publ)**

The Board of Directors