



Notice of the Annual General Meeting of GHP Specialty Care AB (publ)

The shareholders of GHP Specialty Care AB (publ), corporate identity number 556757-1103, ("the Company") are hereby invited to attend the Annual General Meeting to be held on Wednesday 24 April 2019 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 Tuesday 16 April 2019, and
- give notice of intent to attend no later than Tuesday 16 April 2019. Notice of intent to attend can be given either in writing to GHP Specialty Care AB (publ), Södra Hamngatan 45, 411 06 Göteborg, Sweden, by telephone (+46 31-712 53 00) or by e-mail arsstamma@ghp.se. 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 written, signed and 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 authorisation 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.ghp.se. 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 Tuesday 16 April 2019, 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 authorising the Board to issue shares.
14. The Board's proposal for resolutions approving the following related party transactions, pursuant to chapter 16 of the Swedish Companies Act, in
 - a) GHP Ortho Center Stockholm AB and
 - b) GHP Urologcentrum AB.
15. The Board's proposal for a resolution concerning guidelines for remuneration and other conditions of employment for senior executives.
16. Proposal for a resolution on principles for the appointment of the Election Committee for the Annual General Meeting of 2020.
17. The Board's proposal for a resolution authorising the Board to make a decision to acquire the Company's own shares.
18. Closing of the meeting.

Election of Chairman of the Meeting (agenda item 2)

The Election Committee proposes that Carsten Browall 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 a dividend per share of SEK 0.30 and Friday 26 April 2019 as the record day for the dividend. If the Annual General Meeting adopts the proposal, it is estimated that the dividend will be paid on Thursday 2 May 2019.

Proposal concerning the number and the election of members of the Board and the 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 five (5) people, with no (0) deputy members.

The Election Committee proposes re-election of the following members of the Board: Carsten Browall, Bo Wahlström, Mikael Olsson, Johan Wachtmeister and Elisabeth Hansson, as well as newly election of Dag Andersson for a mandate period up until the end of the next Annual General Meeting. Furthermore, the Election Committee proposes re-election of Carsten Browall as Chairman of the Board for the coming year.

Dag Andersson has a long and solid experience from medtech and life science, most recently from the role as CEO of Diaverum AB during the years 2008-2018, and before that, leading roles in Mölnlycke Health Care AB during the years 1993-2007. Dag Andersson has experience of board work in medtech and life science and is currently a board member of Nolato AB (publ), Terveystalo OY (publ) and chairman of the board of Diaverum Middle Ease. Dag Andersson was born in 1961 and holds an MBA from INSEAD and a BA (Hons) in Business and Commerce from the Stockholm School of Economics. Dag Andersson is independent in his relation to the company and its major shareholders.

A reasoned statement from the Election Committee, an account of how the work of the Election Committee has been carried out and further information on the proposed members of the Board are available on the Company's website, www.ghp.se.

The Election Committee proposes a Board fee of SEK 1,400,000 in total, to be divided up as follows: SEK 400,000 to the Chairman of the Board and SEK 200,000 to five (5) Board members who are not Company employees. No further remuneration is paid for committee work.

In accordance with the Audit Committee's recommendation, the Election Committee proposes the re-election of Ernst & Young AB, with the authorised public accountant Mikael Sjölander as the auditor in charge. It is proposed that Ernst & Young AB 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 authorising the Board to issue shares (agenda item 13)

The Board proposes that the Annual General Meeting adopts a resolution authorising the Board, for a period of time no longer than 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 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 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.

Furthermore, the Board proposes that the Board of Directors, or its nominee, shall be authorised by the Annual General Meeting to make such minor adjustments to the resolution of the Meeting that may be required for registration at the Swedish Companies Registration Office.

The Board's proposal for resolutions approving the following related party transactions, pursuant to chapter 16 of the Swedish Companies Act in a) GHP Ortho Center Stockholm AB and b) GHP Urologcentrum AB (agenda item 14)

GHP Specialty Care AB (publ)'s business model is based on key persons in the subsidiaries being partners in the clinic where they work. In the assessment of the Board, the transfer of the shares is beneficial to each subsidiary below and thus to GHP Specialty Care AB (publ) as well. The Board proposes that the AGM adopts resolutions approving the transfer of shares to the key persons below in GHP Specialty Care AB (publ)'s subsidiaries. In those cases where ordinary shares are transferred, preference shareholders have priority regarding dividend. For resolutions to be adopted regarding the agenda items specified below, at least nine tenths of both the votes cast and the votes represented at the Annual General Meeting must have been given in favour of the proposal.

- a) Board's proposal for a resolution approving sale of shares in GHP Ortho Center Stockholm AB
- Martin Sundberg – 175 ordinary shares, corresponding to 2 percent of the share capital. Martin Sundberg paid SEK 123,000, which is deemed to be the market price of the shares at the time.
- b) Board's proposal for a resolution approving sale of shares in GHP Urologcentrum AB
- Thomas Hopfgarten – 99 ordinary shares, corresponding to 9.9 percent of the share capital. Thomas Hopfgarten paid SEK 176,000, which is deemed to be the market price of the shares at the time.

The Board's proposal for a resolution on guidelines for remuneration and other terms of employment for senior executives (agenda item 15)

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 programmes.

Following the 'payment by performance' principle, remuneration from different forms of variable remuneration or incentive programmes 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 the Election Committee for the Annual General Meeting of 2020 (agenda item 16)

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 2019, 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 2020, 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 2020.

The tasks of the Election Committee for the Annual General Meeting of 2020 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 Auditors, fees and other remuneration for each of the members of the Board, a fee for the Company's Auditors and a resolution on the Election Committee for the Annual General Meeting of 2021. The Election Committee shall otherwise fulfil the duties incumbent on the Election Committee, as stipulated by the Swedish Code of Corporate Governance.

The Board's proposal for a resolution authorising the Board to make a decision to acquire and transfer 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.

Documents and information on the right of disclosure

The Annual Report and the Audit Report and the Board's complete proposals as well as the Board's statement in accordance with chap 18 § 4 and chap 19 § 22 and 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.ghp.se no later than Wednesday 3 April 2019. 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 Group 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 68,282,585.

Handling of personal data

For information on how personal data is processed in connection with the Annual General Meeting, please refer to the privacy policy that is available on Euroclear's [website](#) (in Swedish).

Gothenburg, March 2019

GHP Specialty Care AB (publ)

The Board of Directors

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