



## Correction: Notice of the Annual General Meeting of GHP Specialty Care AB

The Election Committee proposes that the Board shall consist of seven (7) people and new election of Ingemar Gladh for a mandate period up until the end of the next Annual General Meeting. The Election Committee proposes a Board fee, excluding Committee fees, of SEK 2,100,000

**The shareholders of GHP Specialty Care AB, corporate identity number 556757-1103, ("the Company") are hereby invited to attend the Annual General Meeting to be held on Thursday 29 April 2021. Due to the Covid 19 pandemic and the authorities' regulations and recommendations regarding avoiding gatherings, the Board of Directors has decided that the Annual General Meeting will be held without physical presence of shareholders, proxies or external parties, and that shareholders can only exercise their voting rights through postal voting, as presented below.**

Information about the decisions and resolutions will be published Thursday 29 April, as soon as the voting is completed. The CEO's presentation of the financial year 2020 will be uploaded to the Company website, [www.ghp.se/english/investor-relations](http://www.ghp.se/english/investor-relations), on 29 April 2021.

### Registration

Shareholders who, through postal voting, wish to attend the Annual General Meeting must

- be recorded in the share register kept by Euroclear Sweden AB ("Euroclear") on Wednesday 21 April 2021, and
- give notice of intent to attend no later than Wednesday 28 April 2021. Shareholders register to the AGM by exercising their voting rights by post, in accordance to below described procedure.

Shareholders that have their shares registered in the name of a trust or nominee must, in addition to giving notice of their intent to attend the meeting, request that they be temporarily recorded in the share register kept by Euroclear in their own names (so called voting-rights registration) on 21 April 2021, to be able to attend the General Meeting. Such registration can be temporary. Shareholders that wish to register their shares in their own name must follow the trust's or nominee's instructions. Voting-rights registration must be requested in time so that the trust or nominee can register the shareholders' shares in the share register no later than Friday 23 April.

### Postal voting and requests for information

The Board of Directors has decided that the General Meeting will be held without physical presence of shareholders, their representatives or external parties, and that shareholders can exercise their voting rights only via postal voting before the General meeting. Voting form will be available on the Company website, <https://www.ghp.se/english/investor-relations/corporate-governance/annual-general-meeting>. The completed and signed form and any documents of authority, if applicable, shall in due time be sent to the Company by mail to GHP Specialty Care



AB, Södra Hamngatan 45, 411 06 Gothenburg or by e-mail to [arsstamma@ghp.se](mailto:arsstamma@ghp.se). The voting form shall have reached the Company no later than Wednesday 28 April 2021. Postal votes submitted later will be disregarded. A shareholder must not submit their postal vote with any terms, conditions, or instructions. If so, the complete postal vote will be disregarded.

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](http://www.ghp.se).

Shareholders are welcome to submit questions and request information from the Board of Directors and the CEO, if it can affect the assessment of any agenda item, or if it can affect the assessment of the company's or related parties' financial situation, or the company's relation to any other Group company. Such questions and requests shall be submitted in writing no later than ten days before the General Meeting, Monday 19 April 2021. The questions and requests shall be sent to above mentioned post address or email. The questions and requests will be available on the Company website, <https://www.ghp.se/english/investor-relations/corporate-governance/annual-general-meeting>, no later than Saturday 24 April 2021. The information will be sent, at the same time, to the requesting shareholder by mail or email.

The information provided with the postal voting or request for information will be used only for the General Meeting 2021.

### **Proposed agenda**

1. Election of Chairman of the meeting.
2. Election of one or two people to verify the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the meeting has been properly convened.
6. Presentation of the Annual Accounts and the Audit Report as well as the Consolidated Accounts and the Audit Report for the Group.
7. 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.
8. Resolution on the Remuneration Report.
9. Determination of the number of members of the Board and deputy members of the Board.
10. Determination of fees to the members of the Board and the Auditor.
11. Election of the Board of Directors and Auditor.
12. The Board's proposal for a resolution authorising the Board to issue shares.
13. The Board's proposal for a resolution authorising the Board to make a decision to acquire the Company's own shares.



14. The Board's proposal for a resolution to adopt incentive programme 2021/2024 through a) the issue of warrants to the subsidiary Global Health Partner Swe AB and b) approval of transferring the warrants to the Group's senior management.

15. Proposal for a resolution on principles for the appointment of the Election Committee for the Annual General Meeting of 2022 and instructions to the Election Committee.

16. Closing of the meeting.

#### **Election of Chairman of the Meeting (agenda item 1)**

The Election Committee proposes that Carsten Browall, or the person the Board suggests if he cannot attend, be elected as Chairman of the Annual General Meeting.

#### **Election of one or two people to verify the minutes (agenda item 2)**

The Board proposes that Thomas Eriksson, proxy for Metroland BVBA, or, if he cannot attend, the person(s) the Board suggests, verifies the minutes. The person(s) who verifies the minutes shall also manage the voting list and assure that submitted postal votes are properly entered in the minutes.

#### **Preparation and approval of the voting list (agenda item 3)**

The voting list to be approved under agenda item 3 is the voting list prepared by the company, based on the share register and submitted postal votes, and is managed by the person(s) who verifies the minutes.

#### **Resolution on treatment of the Company's unappropriated profits in accordance with the adopted Balance Sheet (agenda item 7b)**

The Board of Directors proposes a dividend per share of SEK 0.50 and Monday 3 May 2021 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 6 May 2021.

#### **Resolution on the Remuneration Report (agenda item 8)**

The Board proposes that the Annual General Meeting approves the Board's remuneration report for 2020, according with the chap 8 § 53a of the Swedish Company Act.

#### **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 9, 10 and 11)**

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 the following members of the Board: Carsten Browall, Bo Wahlström, Mikael Olsson, Johan Wachtmeister, Elisabeth Hansson and Dag Andersson, as well as new election of Ingemar Gladh 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.



Ingemar Gladh is a medical doctor and previous CMO and member of GHP's executive committee. Ingemar also co-founded GHP Ortho Center Stockholm.

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](http://www.ghp.se).

The Election Committee proposes a Board fee, excluding Committee fees, of SEK 2,100,000 (1,400,000) in total, to be divided up as follows: SEK 600,000 (400,000) to the Chairman of the Board and SEK 250,000 (200,000) to six (6) Board members. In addition, the Election Committee proposes remuneration of SEK 50,000 (0) each to the Chairman of the Investment Committee and the Chairman of the Audit Committee. The proposed increase in Board fee and introduction of Committee fees will better reflect the commitment and time allocated to Board and 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 12)**

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 new shares corresponding to no more than 20 percent of the Company's total number of shares by the time of the Annual General Meeting 2021. 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, to raise capital and to adjust the Company's capital structure. 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 (i) 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, (ii) to, if required, raise capital to strengthen the Company's financial position, or (iii) to adjust the Company's capital structure.



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 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 a resolution authorising the Board to make a decision to acquire and transfer the Company's own shares (agenda item 13)**

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 proposal for a resolution to adopt incentive programme 2021/2024 through a) the issue of warrants to the subsidiary Global Health Partner Swe AB and b) approval of transferring the warrants to the Company's senior management (agenda item 14)**

The Board of Directors proposes that the Annual General Meeting adopts a resolution to introduce a new long-term incentive programme ("**Incentive programme 2021/2024**") through issuing of warrants to the subsidiary Global Health Partner Swe AB, and approval of transferring the warrants to the Company's senior management, as declared below.

The purpose of the proposal is to create prerequisites to retain and incentivize key employees in the Company to a larger extent, and to be able to recruit well-qualified employees to strategically important positions. The Board of Directors consider the incentive programme to be advantageous for the organization and the shareholders and intend to propose a similar programme to the Annual General Meeting 2022.

*a) The issue of warrants to the subsidiary Global Health Partner Swe AB*

The Board of Directors proposes that the Annual General Meeting adopts a resolution to transfer no more than 400,000 warrants of series 2021/2024:1. Each warrant entitles the warrant holder to subscribe for one (1) new share in the Company. The warrants issued may be subscribed for by Global Health Partner Swe AB (registration number 556694-4178) ("**the subsidiary**") – which is a wholly-owned subsidiary of GHP – deviating from the shareholders' pre-emptive rights, whereupon this company will offer the warrants to the participants in the programme. The warrants will be issued free of charge to Global Health Partner AB. The warrants issued is to be subscribed for during the period of 30 April 2021 to 7 May 2021, on a separate subscription list. The Board of Directors are entitled to prolong the subscription time.



The issued warrants can be utilized through notification of subscriptions during the period of 10 May 2024 to 30 June 2024. The subscription price for a new share shall correspond to 130 percent of the average listed volume-weighted price paid for the GHP share each trading day during the period of 30 April 2021 to 15 May 2021, but not below the share's current quotient value.

Upon full subscription of the warrants, the Company's share capital may increase by no more than SEK 400,000, corresponding to approximately 0.57 percent if the total amounts of shares and the total number of votes in GHP.

The reason for deviating from the shareholders' preemptive is to ensure the Company's long-term interests by preparing key employees with a well-considered incentive programme. The purpose of the proposal is to create prerequisites to retain and incentivize key employees in the Company to a larger extent, and to be able to recruit well-qualified employees to strategically important positions.

*b) Approval of transferring the warrants to the Group's senior management*

Furthermore, the Board proposes that the Annual General Meeting adopt a resolution to approve that the subsidiary may transfer no more than 400,000 warrants in the company of series 2021/2024:1 to members of the Group's senior management or otherwise have the warrants at its disposal in order to secure its obligations in connection with Incentive Programme 2021/2024.

The right acquire warrants will be entitled to senior management, as below.

- The Company's CEO may acquire no more than 100,000 warrants, and
- Other participants may acquire no more than 50,000 warrants. The highest number of warrants that each participant may acquire shall be based on the participant's competence and area of responsibility

The warrants may be transferred to participants in the programme on one or more occasions as from 17 May 2021 up until 11 June 2021. Transfer of the warrants shall be offered to the participants at a subscription price corresponding to an estimated market value according to the Black & Scholes model based on a subscription price upon exercise of the warrants of 130 percent of the volume-weighted average price paid for the company's shares on Nasdaq Stockholm during the period 30 April 2021 up until 15 May 2021, but not under the shares' current quota value. The valuation of the warrants shall be performed by an independent valuation institute or accounting firm.

The warrants may also be offered to future new key employees or senior managers. The terms and conditions for such acquisitions shall correspond to what is stated in this resolution. This means, amongst other things, that acquisitions shall be made at the market value current at the time. Transfer of warrants to participants is on condition that the acquisition of warrants may be carried out legally and that in the assessment of the Board of Directors the transfer can reasonably be carried out from an administrative and financial point of view.



When the warrants are transferred to the participants, the company shall reserve the right to buy back the warrants if the participant's employment or assignment in the Group comes to an end.

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

**Proposal for a resolution on principles for the appointment of the Election Committee for the Annual General Meeting of 2022 and instructions to the Election Committee (agenda item 15)**

The Election Committee proposes that the company Chairman be appointed as a member of the Election Committee and shall be given the task, in consultation with the three largest owners of the company at

30 September 2021 of appointing three further members. 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 share-holders 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 2022, the other members of the Election Committee shall together have the right to appoint another representative 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 2022.

*Instructions to the Election Committee*

The tasks of the Election Committee for the Annual General Meeting of 2022 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 2023. 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 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](http://www.ghp.se) no later than Thursday 8 April 2021. The documents will be sent to shareholders who so request and give their postal address.

**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 70,256,949.



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### 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 2021

### GHP Specialty Care AB

The Board of Directors

### Contacts

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### About Us

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*GHP is an internationally active health care provider that operates specialist clinics in a select number of diagnostic areas through the application of a business model that is unique in the health care industry, where leading doctors and medical staff become partners and shareholders. Each clinic specialises in a particular patient group, and this leads to increased efficiency and higher quality. This is the cornerstone of GHP's business philosophy – "Quality through specialisation". GHP shares are traded on the Small Cap list of Nasdaq Stockholm under the ticker symbol "GHP".*

### Attachments

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[Notice of the Annual General Meeting of GHP Specialty Care AB](#)