



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

**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 Monday 30 May 2022. The Board of Directors has resolved that the Annual General Meeting will be held without physical presence of shareholders, proxies or external parties in accordance with the Swedish Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. Shareholders can only exercise their voting rights through postal voting in accordance with the procedure described below. Information about the resolutions will be published on Monday 30 May 2022 as soon as the compilation of the voting is completed.**

## **Registration**

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

- be recorded as shareholder in the share register kept by Euroclear Sweden AB (“Euroclear”) relating to the circumstances on Thursday 19 May 2022, and
- give notice of intent to attend no later than Friday 27 May 2022. Notification of intent to attend the Annual General Meeting is made by submitting the postal vote in accordance with the procedure described below.

## **Nominee-registered shares**

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 name on Thursday 19 May 2022, to be able to attend the Annual General Meeting. Such registration can be temporary (so-called voting right registration). Shareholders that wish to register their shares in their own name must, in accordance with the nominee's procedures, request that the nominee execute such registration. Voting rights registration which has been requested in such time that the trust or nominee have completed the registration no later than Monday 23 May 2022 are taken into account when preparing the share register.

## **Postal voting**

The Board of Directors has resolved that the Annual 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 Annual 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, Geijersgatan 1B, SE-411 34 Gothenburg or by e-mail to [arsstamma@ghp.se](mailto:arsstamma@ghp.se). The voting form shall be received by the Company no later than Friday 27 May 2022. Postal votes submitted later will be disregarded. A shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid.



Shareholders represented by proxy or representative must submit a 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 authority to sign on behalf of the Company. The proxy may not be valid for a period longer than five years. Proxy forms are available at the Company and on the Company website, [www.ghp.se](http://www.ghp.se).

The information provided in the postal voting forms will only be used for the Annual General Meeting 2022.

### **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 duly convened.
6. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements.
7. Resolutions on
  - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet,
  - b) allocations of the Company's result in accordance with the adopted balance sheet,
  - c) discharging the Board Members and the CEO from liability:
    - i) Carsten Browall (Chairman of the Board)
    - ii) Bo Wahlström (Board Member)
    - iii) Mikael Olsson (Board Member)
    - iv) Johan Wachtmeister (Board Member)
    - v) Elisabeth Hansson (Board Member)
    - vi) Ingemar Gladh (Board Member)
    - vii) Daniel Öhman (CEO)
8. Resolution on the remuneration report.
9. Determination of the number of Board Members and auditors:
  - a) Number of Board Members
  - b) Number of auditors
10. Determination of fees to the Board Members and the auditor:
  - a) Fees to the Board Members
  - b) Fees to the auditor
11. Election of the Board of Directors, Chairman of the Board and auditor:
  - a) Britta Wallgren, Board Member (new election)
  - b) Daniel Öhman, Board Member (new election)
  - c) Marcus Nord, Board Member (new election)
  - d) Henrik Brehmer, Board Member (new election)
  - e) Johan Cagmo, Board Member (new election)
  - f) Britta Wallgren, Chairman of the Board (new election)
  - g) Ernst & Young AB, Auditor (re-election)
12. Closing of the meeting.



Capiro Group Services AB (the "**Principal Owner**") completed its takeover bid and controls approximately 97 percent of the shares in GHP. The Nomination Committee has therefore chosen to not submit any proposals to the Annual General Meeting.

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

The Board of Directors proposes that Carsten Browall, Chairman of the Board, or in his absence, a person appointed by the Board of Directors, be elected as Chairman of the Annual General Meeting.

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

The Board of Directors proposes that Marcus Nord, proxy for Capiro Group Services AB, or, if he cannot attend due to impediment, the person or persons appointed by the Board of Directors, is appointed to verify the minutes. The assignment to verify the minutes shall also include verifying the voting list and that postal votes received are correctly reflected in the minutes of the meeting.

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

The voting list proposed for approval under item 3 is the voting list prepared by the Company, based on the share register and submitted postal votes, and verified by the person assigned to verify the minutes.

#### **Resolution on allocations of the Company's result in accordance with the adopted balance sheet (agenda item 7b)**

The Board of Directors proposes that the funds at the Annual General Meetings' disposal shall be carried forward, and thus no dividend shall be distributed to the shareholders.

#### **Resolution on the remuneration report (agenda item 8)**

The Board of Directors proposes that the Annual General Meeting approves the remuneration report for the financial year 2021, which has been prepared in accordance with Chapter 8, Section 53 (a) of the Swedish Company Act.

#### **Determination of the number of Board Members and auditors (agenda item 9)**

The Principal Owner proposes that the number of Board Members elected by the Annual General Meeting should be five without any deputy Board Members. The Board of Directors proposes that an authorised audit firm shall be appointed as auditor, without any deputy auditors.

#### **Determination of fees to the Board Members and the auditor (agenda item 10)**

The Principal Owner proposes that no fees shall be paid to the Board Members. The Principal Owner proposes that the fees to the auditor shall be paid in accordance with approved invoices.

#### **Election of the Board of Directors, Chairman of the Board and auditor (agenda item 11)**

The Principal Owner proposes new election of Britta Wallgren, Daniel Öhman, Marcus Nord, Henrik Brehmer and Johan Cagmo as Board Members for the period until the end of the next Annual General Meeting. Furthermore, Britta Wallgren is proposed to be elected as new Chairman of the Board.



*Information about the persons proposed to be elected as Board Members*

***Britta Wallgren, born 1963***

*Background:* Country head Sweden in Capio AB, BA manager Capio Sankt Görans Hospital and senior management positions within Capio Sankt Göran.

*Education:* M.D Karolinska Institute, 1988. Specialist in Anaesthesia and Intensive care. Healthcare leadership training Stockholm School of Economics and Harvard business executive education.

*Other assignments:* Director of Operations and Development Sweden, Ramsay Santé.

***Daniel Öhman, born 1980***

*Background:* CEO at GHP's subsidiary GHP Ortho Center IFK-Kliniken. Employed in GHP since 2006.

*Education:* M.Sc. Electrical Engineering and Master's Degree in Industrial Management, Chalmers University of Technology.

*Other assignments:* CEO at GHP. Chairman and member of the Board at several of GHP's subsidiaries.

***Marcus Nord, born 1972***

*Background:* Chartered public accountant in Arthur Andersen and Deloitte.

*Education:* Master of Science in Business Administration and Economics, Karlstad University.

*Other assignments:* CFO Capio Nordic and Deputy CFO Capio Group.

***Henrik Brehmer, born 1964***

*Background:* SVP Group Communication and Public Affairs in Capio AB, senior positions in Swedish Match AB, Securitas AB and Ericsson AB.

*Education:* Bachelor's degree in Behavioral Science and Business Administration, University of Gothenburg.

*Other assignments:* Chief Strategy and Public Affairs Officer, Ramsay Santé.

***Johan Cagmo, born 1984***

*Background:* Audit and M&A, PwC. Employed in Capio since 2012.

*Education:* MSc in Business Administration, the University of Gothenburg.

*Other assignments:* Corporate Finance Manager, Capio Nordics.

The Board of Directors proposes that Ernst & Young AB is re-elected as auditor for the Company for the period until the end of the next Annual General Meeting. Should the Board of Directors' proposal for auditor be adopted, Ernst & Young AB has informed that Linda Sallander will be appointed auditor in charge.

**Shareholders' right to obtain information**

Shareholders are welcome to submit questions and request information from the Board of Directors and the CEO about conditions that may impact the assessment of any item on the agenda, about conditions that may impact the assessment of the Company's or subsidiaries' financial situation, and about 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 Annual General Meeting, Friday 20 May 2022. The questions shall be sent to GHP Specialty Care AB, Geijersgatan 1B, SE-411 34 Gothenburg or by email to [arsstamma@ghp.se](mailto:arsstamma@ghp.se). Information and answers to the



questions will be available on the Company website, <https://www.ghp.se/english/investor-relations/corporate-governance/annual-general-meeting>, no later than Wednesday 25 May 2022. The information will be sent, at the same time, to the requesting shareholder by mail or email.

### Documents

The annual report, the remuneration report, the audit report, the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act as well as 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 Monday 9 May 2022. The documents will be sent to shareholders who so request and give their postal address.

### Number of shares and votes

As per the day of this notice, the total number of outstanding shares and votes in the Company is 70,256,949.

### 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, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Gothenburg, April 2022

### GHP Specialty Care AB

The Board of Directors

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

### Contacts

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#### Daniel Öhman, CEO

Tel: +46 (0) 708 55 37 07

#### Philip Delborn, CFO

Tel: +46 (0) 702 12 52 64

### 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".*

Press Release  
27 April 2022 18:00:00 CEST

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## Attachments

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