



**The Board's proposal to the Annual General Meeting of GHP Specialty Care AB (publ) on 27 April 2016 concerning authorisation of the Board to make a decision to acquire and transfer the Company's own shares (agenda item 17):**

The Board of GHP Specialty Care AB (publ) 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 and transfer 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 at any given time the Company holds no more than nine percent of the total number of shares and votes in the Company.

The Company's own shares may be transferred through Nasdaq Stockholm at a price that is within the price interval current at the time. Shares may also be transferred outside Nasdaq Stockholm, following or deviating from shareholders' pre-emptive rights, in connection with the acquisition of a company or part of a company. Shares may be transferred in connection with company acquisitions within the price interval current at the time of the transfer, with a possible deviation upwards if the Board deems this appropriate. Payment for transferred shares may be made in cash, via a contribution in kind or by means of an offset. The Company may transfer as many shares as it holds at any given time. The aim of the authorisation is to be able to adjust the Company's capital structure and thereby contribute to increased shareholder value, and to enable the financing of acquisitions through the use of the Company's own shares. The reason for the possible deviation from the shareholders' pre-emptive rights when transferring the Company's own shares is that the transfer of shares via Nasdaq Stockholm or otherwise deviating from the shareholders' pre-emptive rights can be done with greater speed, flexibility and cost effectiveness than transfer to all shareholders. If the Company's own shares are transferred against payment in some other form than money in connection with an acquisition, the Company cannot provide shareholders with the opportunity to exercise their pre-emptive rights.

Repurchased Company shares may be subject to a cancellation decision, whereupon the share capital is reduced without any repayment to shareholders.

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 2016

**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 and transfer 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 27 April 2016.

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 2016

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