



Press Release

Stockholm 26 April 2018

## **BULLETIN FROM ANNUAL GENERAL MEETING IN MEDICOVER AB (PUBL)**

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The following resolutions were passed at Medicover's annual general meeting (the "AGM") held today, on 26 April 2018, in Stockholm.

### **Election of the board of directors and auditor**

The AGM resolved, in accordance with the proposal from the nomination committee, that the number of board members appointed by the shareholders' meeting shall be nine. Fredrik Stenmo, Jonas af Jochnick, Peder af Jochnick, Robert af Jochnick, Arno Bohn, Sonali Chandmal, Michael Flemming, Margareta Nordenvall and Fredrik Rågmark were re-elected as board members. Fredrik Stenmo was re-elected as the chairman of the board and Jonas af Jochnick was re-elected as the deputy chairman of the board. The AGM resolved that the number of auditors shall be one without deputies and to elect BDO Sweden AB as the company's auditor, with Jörgen Lövgren as auditor in charge, which is in accordance with the audit committee's recommendation.

### **Fees to board members and auditor**

The AGM resolved that the fees to the board members shall be paid out in a total amount of EUR 392,500, divided so that the chairman of the board of directors shall receive EUR 60,000 and the other board members who are not employed by the group shall receive EUR 40,000 each, the chairman of the audit committee shall receive EUR 15,000 and each other member of the audit committee who is not employed by the group shall receive EUR 7,500 each, the chairman of the remuneration committee shall receive EUR 7,500 and each other member of the remuneration committee who is not employed by the group shall receive EUR 7,500 each. It was resolved that the auditor's fees shall be paid as per approved account.

### **Adoption of the annual accounts, allocation of the results and discharge from liability**

The AGM resolved to adopt the annual accounts for the company and the group for 2017. In accordance with the proposal from the board of directors, the AGM determined that no dividend shall be paid for 2017 and that the results shall be carried forward. Furthermore, the AGM resolved to discharge the board members and the CEO from liability.

### **Principles for appointing the nomination committee**

The AGM approved the nomination committee's proposed principles for appointment of the nomination committee.

### **Guidelines for remuneration to executive management**

The AGM approved the board of directors' proposed guidelines for remuneration to executive management.

### **Long term performance-based share program**

The AGM resolved, in accordance with the proposal from the board of directors, to adopt a long term performance-based share program for group management and other key employees within the Medicover group, including a maximum of 50 participants. The participants in the program are required to invest in Medicover by buying Class B shares in the company. The participants will,



provided that certain conditions are met, be granted Class B shares free of charge. Further, the AGM resolved, in accordance with the proposal from the board of directors, to adopt certain hedging arrangements in order to secure the delivery of shares to the participants at the end of the program as well as to the participants in the long term performance-based share program adopted by the extraordinary general meeting held 31 March 2017 at the end of said program. The hedging arrangements include an authorisation for the board of directors to issue a maximum of 2,400,000 Class C shares, of which not more than 355,000 Class C shares may be issued to secure social charges, an authorisation for the board of directors to repurchase all issued Class C shares and a resolution to transfer the repurchased shares, following reclassification into Class B shares, to the participants in the programs as well as in the market in order to cover the cash flow effects arising as a result of payments of social charges.

**Authorisation for the board of directors to resolve to issue new shares**

The AGM authorised, in accordance with the proposal from the board of directors, the board of directors to resolve to issue new shares. The purpose is to increase the financial flexibility of the company and the acting scope of the board of directors. The authorisation allows the board of directors to resolve to increase the company's share capital by issue of new shares at one or several occasions and for the time period until the end of the next annual shareholders' meeting, with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions, to the extent that it corresponds to a dilution of not more than ten percent of the number of shares outstanding at the time of the shareholders' meeting's resolution on the proposed authorisation.

Underlying proposals to the above resolutions and, at the latest on 10 May 2018, the minutes from the AGM will be found at <https://investors.medicover.com/>.

***For further information, please contact:***

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The information was submitted for publication, through the agency of the contact person set out above, at 17.30 CEST on 26 April 2018.

*Medicover is a leading international healthcare and diagnostic services company and was founded in 1995. Medicover operates a large number of ambulatory clinics, hospitals, specialty-care facilities and laboratories and the largest markets are Poland and Germany. In 2017, Medicover had revenues around €580 million and 15,900 employees. For more information, go to [www.medicover.com](http://www.medicover.com)*