



Press Release

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MEDICOVER PUBLISHES PROSPECTUS AND ANNOUNCES THE PRICE RANGE FOR ITS INITIAL PUBLIC OFFERING AND LISTING ON NASDAQ STOCKHOLM

Medicover AB (publ) (“Medicover” or the “Company”), announced on 2 May 2017 its intention to launch an Initial Public Offering (“IPO” or the “Offering”) and listing of its shares on Nasdaq Stockholm. Today, the Company publishes the prospectus for the Offering and announces the price range at SEK 49-63 per share. The prospectus for the Offering will be published on Medicover’s website www.medicover.com. Medicover is a leading international healthcare and diagnostic services provider in Poland, Germany, Romania, Ukraine and certain other markets, primarily in Central and Eastern Europe (“CEE”).

The Offering in brief

- The Offering consists of an offering to qualified institutional investors in Sweden and internationally outside the United States, as well as to the general public in Sweden
- The Offering comprises a total of up to 41,442,857 newly issued class B shares, which is expected to provide the Company with gross proceeds of approximately SEK 2.0 billion (approximately €210 million)¹
- Medicover intends to use the proceeds for faster expansion of organic growth opportunities and selected acquisitions to expand market distribution and scope
- The final price in the Offering is expected to be set within a range of SEK 49–63 per share (the “Offer price”), corresponding to a market capitalisation of the Company of SEK 6.8 – 8.1 billion (approximately €702 - 842 million)²
- To cover any over-allotments in the Offering, Celox Holding AB (“Celox”) and R12 Kapital Fund I AB (“R12”) will undertake to sell up to 6,216,428 class B shares corresponding to up to 15 percent of the total number of shares in the Offering (the “Over-Allotment Option”)
- Assuming full exercise of the Over-Allotment Option, the value of the Offering amounts to approximately SEK 2.3 billion, which corresponds to 31.3 percent of the total shares outstanding, and 81.6 percent of the total class B shares outstanding following the Offering assuming a final price corresponding to the mid-point of the price range

¹ Based on an exchange rate SEK/EUR of 9.67.

² Based on a total amount of outstanding shares (A and B shares) following completion of the Offering of 129,306,028 – 138,515,552.



- Trading in Medicover's class B shares on Nasdaq Stockholm is expected to begin on 23 May 2017 under the symbol "MCOV B"

Fredrik Rågmark, CEO of Medicover, comments:

"Medicover was founded more than 20 years ago and has since then become one of the largest providers of private healthcare and diagnostic services in Central and Eastern Europe. A dedicated focus on quality, medical outcomes and innovation has developed Medicover into a leading health provider. We have over the years been able to show outstanding growth driven by our ambition to provide best-in-class care and high-quality services.

We have now entered a phase where we see many opportunities to reach more customers whilst expanding our services and expand our customer base, with a focus on current geographical areas and also into select new markets. An IPO will provide Medicover with a very strong balance sheet to enable us to pursue these growth opportunities in line with our strategy. There is still a large unmet need for improved healthcare and quality-of-care in our main markets and with our capabilities, our ambition is to further build and develop our strong market position."

Fredrik Stenmo, Chairman of Medicover and Director of Celox, comments:

"The management team has done a fantastic job building Medicover into a leading healthcare provider in its main markets. The Company has a proven solid business model and strategy in place which our managers and staff have successfully implemented. The IPO will give management further support and the financial resources to accelerate the Company's strategic agenda and to continue to deliver strong growth and improved profitability."

Background and reasons for the Offering and use of proceeds

To further support Medicover's strategy and the future progression of its business, the Company's board of directors and its current shareholders deem that a listing is the logical next step for Medicover, enabling access to capital through the Swedish and international capital markets. Furthermore, the IPO is expected to provide the capital required to pursue growth opportunities within existing markets and entrance into new markets with core capabilities. In particular, Medicover will continue to focus on main markets such as Germany, Poland and Romania, and areas such as diagnostics, fertility and dental. Further, Medicover intends to enter new markets within Europe and emerging markets, for example India, within areas such as diagnostics, fertility and other specialist services. For these reasons, the board of directors of Medicover has applied for listing of the Company's class B shares on Nasdaq Stockholm.

The main shareholder, Celox, will continue to support the Company and remain a significant shareholder in the future. Outside of any shares sold as required under the Over-Allotment Option, Celox will not sell any shares in the Offering. Key management will not sell any shares in the Offering.



The Offering

The board of directors of Medicover and the main shareholder, Celox, have, in accordance with the conditions of the Offering, decided to offer up to 41,442,857 newly issued class B shares of Medicover.

Jefferies International Limited and SEB (the "Joint Global Coordinators") may exercise an Over-Allotment Option of up to 6,216,428 additional existing class B shares, corresponding to up to 15 percent of number of shares in the Offering.

Assuming full exercise of the Over-Allotment Option, the Offering will comprise up to 47,659,285 shares, corresponding to up to 34.4 percent of the total number of class A and class B shares outstanding in the Company following the Offering.

The offered class B shares each carry one tenth vote while class A shares each carry one vote.

The majority of class A shares in the Company is held by Celox, which will retain approximately 35.4 percent of the capital and 54.0 percent of the votes assuming a full exercise of the Over-Allotment Option and a final price corresponding to the mid-point of the price range.

The shares are being offered to the general public in Sweden, as well as to qualified institutional investors in Sweden and internationally outside the United States pursuant to Regulation S. The allotment of shares for each part of the Offering will be based on demand.

As part of the Offering, the Company, Celox, R12, the board of directors and certain employees in the Group, including senior executives of the Company, and certain members of the af Jochnick family and certain other shareholders will enter into lock-up agreements pursuant to which they undertake, subject to certain qualifications, not to sell their shares or issue new shares during a period of twelve months (the Company and certain employees of the Group) and six months (Celox, R12, non-executive board members and certain other shareholders), respectively. In total, these shareholders represent 95.1 percent of the total number of shares in Medicover prior to the Offering, corresponding to 65.2 percent of the total number of class A and class B shares and 92.9 percent of the votes in the Company following the Offering assuming full implementation of the Offering, a full exercise of the Over-Allotment Option and a final price in the Offering corresponding to the mid-point of the price range. In relation to the category "certain members of the af Jochnick family and certain other shareholders", these shareholders will be permitted to pledge their shares (in total 21,008,320 class A shares and 2,759,900 class B shares) following the first day of trading on Nasdaq Stockholm in their absolute discretion.

The price range is set at SEK 49 – 63 per share, corresponding to a market capitalisation of SEK 6.8 – 8.1 billion (approximately €702 – 842 million). Provided that the Over-Allotment Option is exercised in full, the value of the Offering amounts to approximately SEK 2.3 billion (approximately €241 million). The price in the Offering to the general public in Sweden will not exceed SEK 63 per share.



Trading in the Medicover shares on Nasdaq Stockholm is expected to begin on 23 May 2017 under the symbol “MCOV B”.

Prospectus and application form

A prospectus, containing the Offering’s complete terms and conditions, will be published today on Medicover’s website (www.medicover.com), SEB’s website for prospectuses (www.sebgroup.com/prospectuses) and Nordea’s website (www.nordea.se). Applications for the general public in Sweden can be made through SEB’s and Nordea’s internet banking services, or through Nordea via an application form available on Nordea’s website.

Preliminary timetable

Application period for the general public	12 May – 19 May 2017
Application period for institutional investors	12 May – 22 May 2017
Announcement of final offer price	23 May 2017
First day of trading on Nasdaq Stockholm	23 May 2017
Settlement date	26 May 2017

Advisors

Jefferies International Limited and SEB are acting as Joint Global Coordinators and Joint Bookrunners in relation to the IPO. Carnegie and Nordea are acting as Joint Bookrunners. Vinge is legal adviser to Medicover. Gernandt & Danielsson is legal adviser to the Joint Global Coordinators and Joint Bookrunners.

About Medicover

Medicover is a leading international healthcare and diagnostic services provider in Poland, Germany, Romania, Ukraine and certain other markets, primarily in Central and Eastern Europe (“CEE”). Additionally, Medicover is in the process of entering the fast-growing Indian healthcare market in order to expand its geographical footprint and further leverage its emerging markets capabilities. Medicover offers a broad range of healthcare services and a significant hub-and-spoke diagnostic laboratory network, supported by extensively developed proprietary software and information systems infrastructure. Medicover operates through two divisions: Healthcare Services and Diagnostic Services.

Healthcare Services offers services ranging from primary care to specialist outpatient and inpatient healthcare. The division generated 49 percent of Medicover’s revenue in 2016, primarily through an integrated “subscription-provider” payment model, which is predominantly an employer funded employee benefit healthcare package. The Healthcare Services division operates over 100 medical centres in 7 countries, with 889 thousand members generating more than 4.9 million visits 2016.

Diagnostic Services offers a broad range of diagnostic laboratory services, including a broad range of routine and advanced tests across all major clinical pathology areas. In 2016, the



division generated 51 percent of Medicover's revenue, operated 91 laboratories and over 454 blood drawing points ("BDPs"), and conducted 115 million tests.

Since its inception in 1995, Medicover has seen its revenue grow every year and since 2006, it has grown almost seven-fold with organic growth accounting for over 70 percent of such growth. In 2016, Medicover's revenue amounted to €497 million and adjusted EBITDA amounted to €46 million.

Medicover's medium term financial targets

- Net revenue growth of 9-12 percent in constant currency and EBITDA growth of 18-20 percent in constant currency
- Net revenue and EBITDA growth targets refer to organic growth and do not take into account potential acquisitions that would be on top of this
- Interest-bearing Net Debt/EBITDA is not to exceed 3.5x

About Celox

Celox Holding AB ("Celox") was established during 2004 in Sweden and focuses on investment activities as well as investment advisory services. Celox is today ultimately wholly owned and controlled by the Jonas and Christina af Jochnick Foundation – a charitable foundation registered in 2011.

The main activity of Celox is to manage its principal capital. This is done primarily through investments in listed and unlisted shares, investment funds, private equity funds and private companies. Celox also controls several operational entities in different countries.

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IMPORTANT INFORMATION

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any other jurisdiction in which such distribution would be unlawful or would require registration or other measures.

The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and accordingly may not be offered or sold in the United States. The Company will not register any part of the offering in the United States or conduct a public offering of securities in the United States.

This announcement is an advertisement and is not a prospectus for the purposes of the Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the "Prospectus Directive"). A prospectus prepared pursuant to the Prospectus Directive will be published, which, when published, can be obtained from the Company. Investors should not subscribe for any securities referred to in this announcement except on the basis of information contained in the prospectus.

In any EEA Member State other than Sweden that has implemented the Prospectus Directive, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive, i.e., only to investors who can participate in the Offering without an approved prospectus in such EEA Member State.

This announcement is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as "relevant persons"). The shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believes", "estimates", "anticipates", "expects", "assumes", "forecasts", "intends", "could", "will", "should", "would", "according to estimates", "is of the opinion", "may", "plans", "continue", "potential", "predicts", "projects", "to the knowledge of" and similar expressions. This applies in particular to statements referring to future results, financial position, cash flow, plans and expectations for the Company's business and management, future growth and profitability and general economic and regulatory environment and other circumstances which affect the Company. Forward-looking statements are based upon various estimates and assumptions, many of which are based, in turn, upon further assumptions, such as no changes in existing political, legal, fiscal, market or economic conditions or in applicable legislation, regulations or rules (including, but not limited to, accounting policies, accounting treatments and tax policies), which, individually or in the aggregate, would be material to the results of operations of the Company or its ability to operate its businesses. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors, which are difficult or



impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied by such forward-looking statements.

Potential investors should not place undue reliance on the forward-looking statements herein and are strongly advised to read the detailed description of factors that have an effect on the Company's business and the market in which the Company operates, which will be included in the prospectus.

The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice. Neither the Company nor any other person undertakes any obligation to review, update, confirm, or to release publicly any revisions to any forward looking statements to reflect events that occur or circumstances that arise in relation to the content of this announcement.

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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 2016, Medicover had revenues around €0.5 billion and 14,400 employees. For more information, go to www.medicover.com