MEDICOVER

Stockholm 27 March 2019

# NOTICE OF ANNUAL GENERAL MEETING OF MEDICOVER AB (PUBL)

The shareholders of Medicover AB (publ), with registered office in Stockholm and corporate registration number 559073-9487, are summoned to the annual general meeting on Friday 3 May 2019 at 1.00 p.m. at IVA Conference Centre, Wallenbergsalen, Grev Turegatan 16, Stockholm. Registration starts at 12.00 p.m.

**Right to attend the general meeting**

Shareholders who wish to attend the annual general meeting must

- be registered in the share register maintained by Euroclear Sweden AB on Friday 26 April 2019, and must also
- notify the company of their intention to attend the meeting, no later than Friday 26 April 2019.

The notification must be made in writing by post to Medicover AB, Årsstämma 2019, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm or by telephone +46 (0)8-402 92 74. Shareholders who are physical persons with a Swedish personal identity number may also make their notification on-line via internet, https://anmalan.vpc.se/medicoverAGM/entre.aspx. The notification must state the shareholder's name, personal identity number/registration number, shareholding, address, day time telephone number and information about the attendance of any assistants (maximum two) and, if applicable, information about any proxies.

**Proxy**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person a copy of the certificate of registration, or equivalent authorisation documents listing the authorised signatories, should be attached. The power of attorney and the certificate of registration may not be older than one year, however, the power of attorney may be older provided that the power of attorney according to its wording is valid for a longer period, although, not more than five years. The original power of attorney and the certificate of registration, or equivalent authorisation documents listing the authorised signatories, should be sent to the company at the address mentioned above well in advance of the general meeting. A proxy form is available at the company webpage https://investors.medicover.com, and will also be sent to shareholders who so request and state their postal address.

**Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names in order to be entitled to attend the shareholders' meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Friday 26 April 2019, and the shareholders must therefore advise their nominees well in advance of this date.

**Number of shares and votes**

As per the date of this notice there are a total of 135,735,195 shares with 84,526,100 votes, whereof 78,836,201 are ordinary shares of class A that entitle to one (1) vote per share, 54,498,994 are ordinary shares of class B that entitle to one tenth (1/10) of a vote per share and 2,400,000 are ordinary shares of class C that entitle to one tenth (1/10) of a vote per share. The company holds 2,400,000 ordinary shares of class C that entitle to one tenth (1/10) of a vote per share, which cannot be represented at the annual general meeting.

**Proposed agenda**

1. Opening of the annual general meeting
2. Election of a chairman of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons who shall attest the minutes
6. Determination of whether the meeting was duly convened
7. Presentation by the CEO
8. Presentation of the annual report and the auditors' report, as well as the consolidated financial statements and the auditors' report for the group
9. Resolution regarding the adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet
10. Resolution regarding allocation of the company's profit or loss according to the adopted balance sheet
11. Resolution regarding discharge from liability for the board members and the CEO
12. Determination of the number of members of the board of directors and the number of auditors
13. Determination of fees for the board of directors and the auditors
14. Election of board members and auditors
15. Resolution on principles for appointment of a nomination committee
16. Proposal from the board of directors to resolve on guidelines for remuneration to senior executives
17. Proposal from the board of directors to resolve to adopt a long term performance-based share program
18. Proposal from the board of directors to resolve to authorise the board of directors to issue new shares
19. Closing of the annual general meeting

**Items 2 and 12-14 – The nomination committee's proposal to the annual general meeting 2019**

The nomination committee, consisting of the chairman of the nomination committee Fredrik Stenmo (chairman of the board of directors and representing Celox Holding AB and the af Jochnick family's total ownership), Per Colleen (Fourth AP Fund) and Erik Malmberg (TVF TopCo Limited), proposes the following:

- that Dain Hård Nevonen, lawyer at Advokatfirman Vinge, shall be appointed chairman of the general meeting,
- that the board of directors shall consist of nine members elected by the general meeting without deputy members,
- that the number of auditors shall be one without deputies,
- that the fees to the members of the board of directors shall be paid out in a total amount of EUR 485,000, divided so that the chairman of the board of directors shall receive

EUR 70,000 (EUR 60,000) and the other board members who are not employed by the group, shall receive EUR 50,000 (EUR 40,000) each, the chairman of the audit committee shall receive EUR 20,000 (EUR 15,000) and EUR 10,000 (EUR 7,500) for each other member of the audit committee who is not employed by the group, as well as EUR 7,500 (EUR 7,500) for the chairman of the remuneration committee and EUR 7,500 (EUR 7,500) for each other member of the remuneration committee who is not employed by the group,

- that the auditor's fees shall be paid as per approved current account,
- that all the members of the board of directors, Fredrik Stenmo, Jonas af Jochnick, Peder af Jochnick, Robert af Jochnick, Arno Bohn, Sonali Chandmal, Michael Flemming, Margareta Nordenvall and Fredrik Rågmark, are re-elected,
- that Fredrik Stenmo is re-elected as the chairman of the board of directors and that Jonas af Jochnick is re-elected as deputy chairman of the board of directors,
- that BDO Sweden AB is elected as the company's auditor (choice of firm) with the request that Jörgen Lövgren continues as auditor in charge, which is in accordance with the audit committee's recommendation (the audit committee's recommendation has been preceded by a procurement process in accordance with the stipulated requirements and guidelines and the nomination committee notes that the audit committee has stated that it has not been influenced by a third party and has not been forced by any terms that restrict the shareholders' meeting's freedom of choice), and
- that the principles for the appointment of the nomination committee are adopted without change in all material aspects, in accordance with the separate proposal to the annual general meeting.

Presentations of the individuals proposed by the nomination committee for re-election, are available at https://investors.medicover.com.

**Item 15 – Resolution on principles for appointment of a nomination committee**

The nomination committee proposes the following principles for appointing the nomination committee.

The nomination committee shall be composed of the chairman of the board of directors together with one representative of each of the three largest shareholders, based on ownership in the company as of Friday 30 August 2019. Should any of the three largest shareholders renounce its right to appoint one representative to the nomination committee, such right shall transfer to the shareholder who then in turn, after these three, is the largest shareholder in the company. The board of directors shall convene the nomination committee. The member representing the largest shareholder shall be appointed chairman of the nomination committee, unless the nomination committee unanimously appoints someone else.

Should a shareholder having appointed a representative to the nomination committee no longer be among the three largest shareholders at a point in time falling three months before the annual shareholders' meeting at the latest, the representative appointed by such shareholder shall resign and the shareholder who is then among the three largest shareholders shall have the right to appoint one representative to the nomination committee. Unless there are specific reasons otherwise, the already established composition of the nomination committee shall, however, remain unchanged in case such change in the ownership is only marginal or occurs during the three month period prior to the annual general meeting. Where a shareholder has become one of the three largest shareholders due to a material change in the ownership at a point in time falling later than three months before the annual general meeting, such shareholder shall however in any event have the right to take part of the work of the nomination committee and participate at its meetings. Should a member resign from the nomination committee before his or her work is completed, the shareholder who has appointed such member shall appoint a new member, unless that shareholder is no longer one of the three largest shareholders, in which case the largest shareholder in turn shall appoint the substitute member in accordance with the procedure set out above. A shareholder who has appointed a representative to the nomination committee shall have the right to discharge such representative and appoint a new representative.

Changes to the composition of the nomination committee shall be announced immediately. The term of the office for the nomination committee ends when the next nomination committee has been appointed. The nomination committee shall carry out its duties as set out in the Swedish Code of Corporate Governance.

**Item 16 – Proposal from the board of directors to resolve on guidelines for remuneration to senior executives**

The board of directors proposes that the current guidelines for remuneration to senior executives be left unchanged for 2019, which are those described below.

Medicover shall strive to offer total remuneration and other terms of employment that are fair and competitive in relation to the country or region, position and responsibility, expertise, experience and performance of employment of each senior executive. The total remuneration may comprise the components stated in the following.

***Fixed compensation***

The annual base salary ("**ABS**") shall be fair and competitive in relation to the country or region, position and responsibility, expertise, experience and performance of employment of the relevant senior executive. The ABS represents compensation for a committed work contribution at a high professional level. Salary levels shall be reviewed periodically (usually annually) to ensure continued competitiveness and to recognize individual performance.

***Variable compensation***

Variable compensation shall be measured against pre-defined targets and have minimum eligible levels and maximums. Variable compensation shall relate both to financial performance targets and non-financial targets that benefit both short and long term Medicover group strategic targets and shareholder value. The targets shall be specific, clear, measurable and time bound. The variable compensation may comprise two programs, (i) a short term annual incentive plan ("**STI**") based on the performance of the company and the member during each calendar year, and (ii) a long term share based incentive plan. The maximum STI entitlements shall be dependent on job position, and expertise and may amount up to a maximum of 75 per cent of ABS (i.e. nine months ABS). The board of directors has decided that the CEO will not participate in the STI.

### *Extraordinary arrangements*

Other variable compensation may be approved in extraordinary circumstances, under the conditions that such extraordinary arrangement shall, in addition to the target requirements set out above, be made for recruitment or retention purposes, are agreed on an individual basis, shall never exceed three times the ABS and shall be earned and/or paid out in instalments over a minimum period of two years.

### *Pension and benefits*

Old age pension and medical benefits shall be designed to reflect home-country practices and requirements. When possible, pension plans shall be based on defined contribution. In individual cases, depending on tax and/or social security legislation to which the individual is subject, other schemes and mechanisms for pension benefits may be approved. Other benefits may be provided on individual level or to the entire executive management. These benefits shall generally not constitute a material portion of total remuneration. The CEO and other members of the executive management do not have any pension contributions beyond defined contributions statutory pension schemes.

### *Notice of termination and severance pay*

The maximum notice period shall be twelve months if the Medicover group takes the initiative and twelve months if the senior executive takes the initiative. In individual cases, severance pay may be approved in addition to the notice periods. Severance pay may only be payable upon the Medicover group's termination of the employment arrangement or where a senior executive gives notice as the result of an important change in the working situation, because of which he or she can no longer perform to standard. This may be the case in e.g. the event of a change in reporting line and/or job scope. Severance pay may be provided as a benefit to the individual through the continuation of the ABS for a period of up to twelve months following termination of the employment agreement; no other benefits shall be included. These payments shall be reduced with the equivalent value of any income that the individual earns during that period of up to twelve months from other sources, whether from employment or independent activities.

### *Deviations from the guidelines*

The board of directors shall be entitled to deviate from these guidelines if special reasons for doing so exist in any individual case.

## Item 17 – Proposal from the board of directors to resolve to adopt a long term performance-based share program

The board of directors proposes that the general meeting resolves to adopt a long term performance-based share program for group management and other key individuals within the Medicover group in accordance with the below.

### *Adoption of a long term performance-based share program (17 (a))*

*Summary of the program*

The board of directors proposes that the general meeting resolves to adopt a long term performance-based share program (the "**Plan 2019**"). The Plan 2019 is proposed to include not more than 53 key individuals within the Medicover group. The participants in the Plan 2019 are required to invest in the group by investing in class B shares in Medicover AB (publ) ("**Saving Shares**"). The participants will thereafter be granted the opportunity to receive class B shares free of charge in accordance with the Plan 2019, so called "**Performance Shares**" in accordance with the terms set out below.

*Personal investment*

In order to participate in the Plan 2019, the participant must have made a private investment in the group by investing in Saving Shares. For each Saving Share held under the Plan 2019, the company will grant participants a right to up to 8 Performance Shares free of charge provided that certain conditions are fulfilled ("**Rights**").

*Terms and conditions*

A Right may be exercised provided that the participant, with certain exceptions, has kept its own original Saving Shares and has maintained its employment within (or, in case of consultants, still provide services to) the Medicover group up until and including the date of release of the interim report for the first quarter 2024 (the "**Vesting Period**").

In addition to the requirement for the participant's maintained employment (or, in case of consultants, maintained provision of services) and a retained Saving Share investment during the Vesting Period, certain conditions relating to the company's EBITDA growth have also been adopted. Such growth shall, with certain exceptions, be calculated on the basis of the Medicover group's annual financial statements for the financial year 2018 and the Medicover group's annual financial statements for the financial year 2023. Should Medicover's compounded annual EBITDA growth rate (CAGR) amount to more than 15 per cent, each Right entitles to 1 Performance Share. Should the EBITDA growth amount to 23 per cent or more, each Right entitles to 8 Performance Shares. In the event of an EBITDA growth between 15 and 23 per cent, entitlement to Performance Shares will occur linearly with rounding to the nearest whole Performance Share. An EBITDA growth of less than 15 per cent does not entitle to any Performance Shares.

*The Rights*

The Rights shall, in addition to what is set out above, be governed by the following terms and conditions:

- Rights are granted free of charge after adoption at the annual general meeting 2019 and no later than the annual general meeting 2020.
- Rights vests during the Vesting Period.
- Rights may not be transferred or pledged.
- Each Right entitles the participant to receive up to 8 Performance Shares free of charge after the end of the Vesting Period if the participant, with certain exceptions, maintains its employment within (or, in case of consultants, still provide services to) the Medicover group and the invested Saving Shares until the time of the end of the Vesting Period.

- In order to align the participants' and the shareholders' interests, the company will compensate the participants for any dividends paid by increasing the number of Performance Shares that each Right entitles to.
- The maximum value per each participant's Rights is limited to 5 times the participant's gross annual base salary (or, in case of consultants, the equivalent) at the time of the invitation to the Plan 2019. In the event that the value of such Rights exceeds such limit, the number of Performance Shares will be decreased on a pro rata basis.

*Preparation and administration*

The board of directors, or the remuneration committee, shall be responsible for preparing the detailed terms and conditions of the Plan 2019, in accordance with the above terms and conditions. In connection therewith, the board of directors, or the remuneration committee, shall be entitled to make adjustments to meet foreign regulations or market conditions. The board of directors, or the remuneration committee, may also make other adjustments if significant changes in the Medicover group or its environment would result in a situation where the adopted terms and conditions of the Plan 2019 no longer serve their purpose, including that adjustments may be decided with respect to the terms and conditions for measuring performance, and the basis for such calculation, under the Plan 2019 due to potential effects from the amendments in the accounting standard IFRS 16 (Leases) that apply from 1 January 2019 (corresponding adjustments may also be decided for the company's previous incentive programs approved at general meetings in 2017 and 2018).

*Participants*

The participants invited to invest in the Plan 2019 comprise members of group management, senior members of Medicover's business units and senior regional members. The board of directors or the remuneration committee will resolve on the number of Saving Shares that each participant shall be entitled to invest in the Plan 2019, which shall be no less than 500 Saving Shares and no more than 22,500 Saving Shares, however in total aggregate no more than 132,500 Saving Shares.

*Allotment of Performance Shares under the Plan 2019*

In order to implement the Plan 2019 in a cost-efficient and flexible manner, the board of directors has considered different methods to ensure delivery of Performance Shares in accordance with the Plan 2019. The board of directors has found the most cost-efficient alternative to be, and thus proposes that the annual shareholders' meeting as a main alternative, in accordance with item 17(b) below, resolves to authorise the board of directors to resolve on a directed share issue of not more than 1,185,000 class C shares to the participating bank, of which not more than 125,000 class C shares may be issued to secure social charges arising as a result of the Plan 2019, and further to authorise the board of directors to subsequently resolve to repurchase the class C shares from the participating bank. The class C shares will then be held by the company, whereafter the appropriate number of class C shares will be reclassified into class B shares and subsequently be delivered to the participants under the Plan 2019, as well as transferred in the market in order to cover the cash flow effects arising as a result of payments of social charges associated with the Plan 2019. The board of directors further proposes that the general meeting resolves that not more than 1,185,000 class B shares may be transferred to the participants in accordance with the terms of the Plan 2019 and that not more than 125,000 class B shares may be transferred to secure social charges arising as a result of the Plan 2019.

Should the majority requirement for item 17(b) below not be met, the board of directors proposes that Medicover shall be able to enter into an equity swap agreement with a third party in accordance with item 17(c) below.

*Scope and costs of the Plan 2019*[1]

The Plan 2019 will be accounted for in accordance with IFRS 2 which stipulates that the Rights should be recorded as personnel expenses during the Vesting Period. The costs for the Plan 2019 is estimated to amount to approximately MEUR 0.72, excluding social security costs, calculated in accordance with IFRS 2 based on the following assumptions: (i) that 1,060,000 Rights are allotted, (ii) a price of the company's class B share at EUR 7.63 based on the closing price for the class B share as of 19 March 2019, (iii) an estimated average annual turnover of personnel of 10 per cent, (iv) an estimated average annual increase in the share price of 10 per cent and (v) an average annual EBITDA growth of 23 per cent during the calendar years 2019-2023 (i.e. maximum performance fulfilment).

The costs for social security charges are estimated to approximately MEUR 0.14, based on the above assumptions and a social security tax rate of 11.8 per cent. The total annual costs for the Plan 2019, based on the above assumptions, are thus estimated to approximately MEUR 0.86.

In addition to what is set forth above, the costs for the Plan 2019 have been based on that the Plan 2019 comprises not more than 53 participants and that each participant exercises its maximum investment in the Plan 2019.

Assuming that a value of 5 times each participant's gross annual salary (or, in case of consultants, the equivalent) is reached, that all participants invest up to the maximum in Saving Shares, that all participants have maintained their employment (or, in case of consultants, still provide services) by the end of the Vesting Period, that all invested Saving Shares are retained under the Plan 2019 and that all conditions for allotment are fulfilled, the maximum cost of the Plan 2019 will be MEUR 8.1 in accordance with IFRS 2, and the maximum social security cost will amount to approximately MEUR 4.6 meaning in total MEUR 12.7.

*Effect on key ratios and dilution*

Upon maximum allotment of Performance Shares, 1,060,000 class B shares will be allotted under the Plan 2019 (including a buffer for possible future dividend payments) and 125,000 class B shares will be allotted in order to be used to secure social charges arising as a result of the Plan 2019, meaning a dilution of approximately 0.87 per cent of the number of outstanding shares in the company.

The annual cost of the Plan 2019, including personnel costs in accordance with IFRS 2 and social charges, is estimated to amount to approximately MEUR 0.86 under the above

[1] All amounts stated in EUR have been calculated on the basis of an exchange rate at EUR/SEK 10.42.

assumptions (incl. maximum performance fulfilment), which annually corresponds to 0.29 per cent of Medicover's total personnel costs in 2018, including social charges.

The costs are expected to have a limited effect on Medicover's key ratios.

*The rationale for the proposal*

The rationale for the Plan 2019 is to create conditions for motivating and retaining competent key individuals of the Medicover group as well as for the alignment of the targets of the participants with those of the company, as well as to increase the motivation of meeting and exceeding Medicover's financial targets. The Plan 2019 has been designed based on the view that it is desirable that group management and other key employees within the Medicover group are shareholders in the company. Participation in the Plan 2019 requires a personal investment in Saving Shares.

By offering an allotment of Rights, the participants are rewarded for increased shareholder value. Further, the Plan 2019 rewards key individuals' loyalty and long term value growth in the company. Against this background, the board of directors is of the opinion that the adoption of the Plan 2019 will have a positive effect on the Medicover group's future development and thus be beneficial for both the company and its shareholders.

*Preparations of the proposal*

The company's board of directors and its remuneration committee have prepared this Plan 2019 in consultation with external advisors. The Plan 2019 has been reviewed by the board of directors at a board meeting held in March 2019.

For a description of the company's other long-term incentive programs, please see Medicover's annual report for 2018, note 30, and the company's website https://investors.medicover.com.

**Hedging arrangements in respect of the Plan 2019**

***Authorisation for the board of directors to issue class C shares, authorisation to repurchase issued class C shares and to transfer own ordinary shares to participants of the incentive programs (items 17(b)(i)-(iii))***

All resolutions under item 17(b)(i)-(iii) are proposed to be conditioned upon each other, as well as item 17(a), and are therefore proposed to be adopted in conjunction.

***Authorisation for the board of directors to issue class C shares (item 17(b)(i))***

The board of directors proposes that the annual general meeting resolves to authorise the board of directors, during the period until the annual general meeting 2020, on one or more occasions, to increase the company's share capital by not more than EUR 237,000 by the issue of not more than 1,185,000 class C shares, each with a quota value of one fifth of a EUR (0.2). With deviation from the shareholders' preferential rights, the participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to key individuals under the Plan 2019, as well as to secure potential social charges arising as a result of the Plan 2019.

***Authorisation for the board of directors to resolve to repurchase own class C shares (item 17(b)(ii))***

The board of directors proposes that the annual general meeting resolves to authorise the board of directors, during the period until the annual general meeting 2020, on one or more occasions, to repurchase its own class C shares. The repurchase may only be effected through a public offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the acquired class C shares shall be made in cash. The purpose of the proposed repurchase authorisation is to ensure delivery of Performance Shares under the Plan 2019, as well as to secure potential social charges arising as a result of the Plan 2019.

***Transfer of own class B shares (item 17(b)(iii))***

The board of directors proposes that the annual general meeting resolves that class C shares that the company acquires based on the authorisation to repurchase own class C shares in accordance with item 17(b)(ii) above, may, following the reclassification into class B shares, be transferred to participants in the Plan 2019 in accordance with the adopted terms and conditions and in order to secure possible social charges arising as a result of the Plan 2019.

The board of directors further proposes that the annual general meeting resolves that a maximum of 1,060,000 class B shares may be transferred to participants in accordance with the terms of the Plan 2019, and that not more than 125,000 class B shares shall be transferred on Nasdaq Stockholm at a price within the registered price range at the relevant time, to cover any social charges in accordance with the terms and conditions of the Plan 2019. The number of shares that can be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events during the Vesting Period.

Medicover AB (publ) board of directors' statement under Chapter 19 Section 22 of the Companies Act is available to the shareholders for inspection together with the proposal.

***Equity swap agreement with a third party (item 17(c))***

Should the majority requirement under item 17(b) above not be met, the board of directors proposes that the annual general meeting resolves that the expected financial exposure of the Plan 2019 shall be hedged so that Medicover can enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer class B shares of Medicover to the participants.

***Approval of inclusion of Fredrik Rågmark in the Plan 2019 (17(d))***

As it is proposed that Fredrik Rågmark is offered participation in the Plan 2019 in his capacity as the company's CEO, while he is also member of the board of directors of the company, the board of directors proposes that the annual general meeting resolves, as a separate resolution, to approve the inclusion of Fredrik Rågmark in the program.

**Item 18 – Proposal from the board of directors to resolve to authorise the board of directors to issue new shares**

The board of directors proposes that the annual general meeting resolves to authorise the board of directors, at one or several occasions and for the period until the next annual general meeting, to increase the company's share capital by issuing new shares of class B. Such share issue resolution may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. The authorisation may only be utilized to the extent that it corresponds to a dilution of not more than 10 per cent of the total number of shares outstanding at the time of the general meeting's resolution on the proposed authorisation, after full exercise of the hereby proposed authorisation.

The purpose of the authorisation is to increase the financial flexibility of the company and the acting scope of the board of directors. Should the board of directors resolve on an issue with deviation from the shareholders' preferential rights, the reason for this must be to provide the company with new owners of strategic importance to the company or in connection with an acquisition agreement, or, alternatively, to procure capital for such acquisition. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

The CEO is authorised to make such minor adjustments to this decision that may be necessary in connection with the registration.

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**Majority requirements**

Resolution in accordance with item 17(b) above requires approval of at least nine tenths (9/10) of the shares represented and votes cast at the general meeting. Resolution in accordance with item 18 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

**Complete proposals etc.**

The shareholders are reminded of their right to require information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. The annual report and the auditor's report for the financial year 2018, and other documentation for resolutions, including the motivational statement from the nomination committee, the statement from the auditor pursuant to Chapter 8 Section 54 of the Swedish Companies Act and the statements from the board of directors required by the Swedish Companies Act will be available to the shareholders for inspection at the company's office at Riddargatan 12A, SE-114 35 Stockholm and on the company's webpage https://investors.medicover.com, at the latest on Friday 12 April 2019, and will be sent to shareholders who so request and state their postal address.

**Processing of personal data**

For information on processing of personal data, please refer to the privacy notice available on Euroclear's website: https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

*This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

Stockholm, March 2019
Medicover AB (publ)
The board of directors