
BULLETIN FROM ANNUAL GENERAL MEETING IN MEDICOVER AB (PUBL)

The below resolutions were passed at Medicover's annual general meeting (the "AGM") held today on 29 April 2021. Due to the Covid-19 pandemic, the AGM was carried out through postal voting, without any physical attendance.

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 eight. Fredrik Stenmo, 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. The AGM resolved that the number of auditors shall be one without deputies and to re-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 459,000, divided so that the chairman of the board of directors shall receive EUR 71,500 and the other board members who are not employed by the group shall receive EUR 51,000 each, the chairman of the audit committee shall receive EUR 22,500 and each other member of the audit committee who is not employed by the group shall receive EUR 11,000 each, the chairman of the remuneration committee shall receive EUR 8,000 and each other member of the remuneration committee who is not employed by the group shall receive EUR 8,000 each, as well as EUR 5,000 for the chairman of the sustainability committee and EUR 5,000 for each other member of the sustainability committee who is not employed by the group. 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 2020. In accordance with the proposal from the board of directors, the AGM determined that dividend of EUR 0.07 per share shall be paid for 2020 and record date for dividend is Monday 3 May 2021. Euroclear Sweden AB is expected to disburse dividend on Monday 10 May 2021. The last day for trading in the company's share including right to dividend is Thursday 29 April 2021. Furthermore, the AGM resolved to discharge the board members and the CEO from liability.

Remuneration report

The AGM approved the remuneration report prepared by the board of directors.



Instructions to the nomination committee

The AGM adopted the nomination committee's proposed instructions to the nomination committee.

Guidelines for remuneration to senior executives

The AGM adopted the board of directors' proposed guidelines for remuneration to senior executives.

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 individuals within the Medicover group, including a maximum of 75 participants. The participants in the program are required to invest in Medicover by investing in 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 programs adopted by the annual general meetings held on 3 May 2019 and on 30 April 2020. The hedging arrangements include an authorisation for the board of directors to issue a maximum of 3,746,026 Class C shares, of which not more than 376,426 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.

The AGM resolved, in accordance with the proposal from the board of directors, on an amendment to the terms of the long term performance-based share programmes adopted in 2017, 2018, 2019 and 2020.

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 Class B 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 general 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 per cent of the number of shares outstanding at the time of the shareholders' meeting's resolution on the proposed authorisation.

Amendment to the article of association

In accordance with the board of director's proposal, the AGM approved amendments to the article of association.

The underlying proposals to the above resolutions are published, and at the latest on 13 May 2021 also the minutes from the AGM will be published, at www.medicover.com.



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The information was provided for publication by the above mentioned contact person at 14.05 pm CEST on 29 April, 2021.

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, laboratories and blood-drawing points and the largest markets are Poland and Germany. In 2020, Medicover had revenue of EUR 998 million and more than 32,000 employees. For more information, go to www.medicover.com