

PRESS RELEASE May 11, 2016

Annual General Meeting in Capio AB

At the Annual General Meeting in Capio AB (publ) held today mainly the following was resolved.

Election of Board of Directors, auditor and fees

The AGM re-elected Anders Narvinger, Gunnar Németh, Gun Nilsson and Fredrik Näslund and elected Birgitta Stymne Göransson, Pascale Richetta, Michael Flemming and Arnaud Bosquet as ordinary members of the Board. Anders Narvinger was re-elected Chairman of the Board and Gunnar Németh Vice Chairman of the Board. The accounting firm Ernst & Young AB was re-elected as auditor, whereby the accounting firm has informed that the authorised public accountant Staffan Landén will continue as auditor in charge.

The fees to the Directors shall be allocated with SEK 800,000 to the Chairman, SEK 450,000 to the Vice Chairman and SEK 350,000 to each of the other Directors elected by the AGM and not employed by the company. An additional compensation of SEK 20,000 per meeting in person for travelling time will be offered to the Directors Pascale Richetta and Michael Flemming. The chairman of the Finance and Audit Committee shall receive SEK 150,000 and a member thereof SEK 50,000, the chairman of the Remuneration Committee shall receive SEK 50,000 and a member thereof SEK 50,000, and the chairman of the Medical Quality Committee SEK 150,000 and a member thereof SEK 75,000. The auditor shall be remunerated according to agreement.

Dividend

In accordance with the Board's proposal, the AGM resolved to declare a dividend of SEK 0.50 per share. Friday 13 May 2016 was determined as record day for the payment of dividend. Payment from Euroclear Sweden AB is expected to commence on 18 May 2016.

Nomination Committee

The Meeting approved the Nomination Committee's proposal regarding principles for appointment of members of the Nomination Committee, mainly entailing that the Nomination Committee as a main rule shall comprise representatives of the five largest shareholders in terms of the number of votes, pursuant to Euroclear Sweden AB's register as of 31 August the year before the AGM, and the Chairman of the Board. The principles shall apply until a general meeting resolves otherwise.

Guidelines for remuneration for the CEO and other senior managers

The AGM resolved on the adoption of guidelines for remuneration for the CEO and other senior managers principally entailing that the remuneration shall consist of a fixed salary, possible variable remuneration, other benefits and pension and should correspond to market conditions and be competitive in the senior manager's relevant labor market. The variable remuneration shall be maximized to 60 per cent of the fixed gross salary. The variable remuneration shall not qualify for pension unless local regulations provide otherwise. The Board shall annually consider whether a share or share price related incentive program shall be proposed to the general meeting.

The notice period shall not exceed 12 months. In case of notice of termination by the company, the combined notice period and the period during which severance payment is paid should not exceed in aggregate 24 months. Pension benefits should if possible be defined by contribution but may also be defined by benefit, or combination thereof, and should entitle the senior manager to pension payments from the age of 65 at the earliest, unless local regulations provide otherwise.

Convertible Program 2016/2021

The AGM resolved to approve the Board's proposal to implement a long-term incentive program for employees in the Capio Group entailing an issue of convertible bonds.

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The resolution entails that the company shall issue convertible bonds in a few different series in SEK and EUR, respectively, in an aggregate nominal amount of maximum SEK 200,000,000.

The right to subscribe for the convertible bonds shall be granted to employees of the Capio Group who on 30 April 2016 had employment in, or had entered into an employment agreement with, a company within the Capio Group and had not given or been given notice of termination of employment, and to certain consultants in Capio Norway working at least 50 percent.

The subscription price for each convertible bond shall be equal to its nominal value, which shall correspond to the market value of the convertible bond. The convertible bonds may be converted into new shares in Capio AB during the period commencing on 25 July 2021 up to and including 15 August 2021. The conversion rate shall be calculated at 120 percent of the average volume weighted share price for the Capio share according to Nasdaq Stockholm's official share price list during the period 11 May 2016 up to and including 18 May 2016. The issue of convertibles entails a dilution of maximum 2.5 per cent in relation to the number of shares and votes in the company.

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