
Approval of the Board's resolution on transfer of shares in the subsidiary Gefäßklinik Dr. Berg GmbH (Item 7)

The Board of Directors proposes that the EGM approves the transfer of Capio Deutsche Klinik GmbH's ("CDK") shares in Gefäßklinik Dr. Berg GmbH ("**Blaustein**") to Prof. Dr. Ralf U. Peter, who is the acting managing director of Blaustein.

CDK, which is a wholly owned subsidiary of Capio AB (publ) ("**Capio**"), holds 90 per cent of the shares in Blaustein.

CDK has entered into a share purchase agreement regarding the divestment of its shares in Blaustein to Prof. Dr. Ralf U. Peter. The share purchase agreement is subject to Chapter 16 of the Swedish Companies Act (the so-called Leo regulations) and is thus conditional upon the approval by the EGM of Capio.

CDK acquired Blaustein in 2012 with the ambition to expand with outpatient business to form a modern and future oriented vein centre. The planned add-on acquisition of an outpatient business failed following some legislative changes and there are no further outpatient opportunities available within Blaustein's catchment area. Blaustein has gradually been losing inpatient volumes since 2014 and sales in 2018 was 844,000 Euro, approximately 63 per cent lower than the sales level in 2013. Blaustein has following the reduced volumes showed substantial losses over the last two fiscal years. Further, the low volumes over the last two years have considerably reduced the production cap, which restrains the possibility to organically recover volumes since production above the cap is only reimbursed at 35 per cent.

In addition, the shift from inpatient to outpatient treatment is expected to put further pressure on the financial development of Blaustein over the coming years. Considering this challenging situation and after assessing alternative solutions, the Board of Capio is of the firm opinion that a divestment of Blaustein is the best alternative in order to preserve shareholder value.

It is proposed that Blaustein will be divested to Prof. Dr. Ralf U. Peter for a purchase price of one (1) Euro on a cash and debt free basis. As part of the divestment, Prof. Dr. Ralf U. Peter will also acquire shareholder loan receivables of CDK against Blaustein totaling 2,496,061.85 Euro for a purchase price of one (1) Euro.

Given that Prof. Dr. Ralf U. Peter is the acting managing director of Blaustein and thus belongs to the category of persons covered by Chapter 16 of the Swedish Companies Act, the divestment, as proposed by the Board, requires the approval by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the EGM to be valid.