



EXTRAORDINARY GENERAL MEETING IN CAPIO AB (publ)

The shareholders of Capiro AB (publ) (“Capiro”) are hereby invited to attend the Extraordinary General Meeting (EGM) to be held at 10 a.m. CET on Tuesday, 5 February 2019 at Capiro’s premises on Lilla bommen 5, 411 04, Gothenburg, Sweden. Registration will commence from 9.30 a.m. CET.

A. RIGHT TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING

Shareholders who wish to participate in the EGM must:

firstly, be registered in the share register maintained by Euroclear Sweden AB on Wednesday, 30 January 2019, and

secondly, notify the company of their intention to attend the EGM under the address Capiro AB, ”EGM 2019”, P.O. Box 1064, SE-405 22 Gothenburg, Sweden, by calling +46 31 732 40 83, weekdays between 9:00 a.m. and 4:00 p.m., or by email to agm@capio.com no later than Wednesday, 30 January 2019.

In connection with notification, shareholders must state their name, address, telephone number (daytime), personal or corporate identity number and information concerning their shareholding. Shareholders or proxies for shareholders at the EGM may bring a maximum of two assistants with them to the EGM. Assistants may accompany the shareholder to the EGM only if the shareholder gives notice of their attendance in conjunction with its own notification of participation in accordance with the above. For shareholders who will be represented by proxy at the EGM, a signed and dated power of attorney must be enclosed with the notification. A form for the power of attorney is available on the company’s website, www.capio.com and will be sent by mail on request to shareholders who state their address. For those representing a legal entity, a verified copy of the registration certificate or corresponding document showing the company’s signatories must also be submitted.

In order to be entitled to participate in the EGM, shareholders whose shareholding is registered in the name of a nominee must re-register their shares in their own name at Euroclear Sweden AB. Shareholders who require such re-registration should notify their nominee well in advance of Wednesday, 30 January 2019, when such re-registration must have been completed.

B. AGENDA OF THE MEETING

Proposal for agenda

1. Opening of the meeting.
2. Election of Chairman of the meeting.
3. Preparation and approval of the list of shareholders entitled to vote at the meeting.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes of the meeting.
6. Determination of whether the meeting has been duly convened.
7. Approval of the Board's resolution on transfer of shares in the subsidiary Gefäßklinik Dr. Berg GmbH.
8. Closing of the meeting.

Proposals

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.

C. NUMBER OF SHARES AND VOTES IN THE COMPANY

The total number of shares and voting rights in the company is 141,159,661.

D. AVAILABLE DOCUMENTATION

The Board's complete proposal under Item 7 is set out above and is also available on the company's website www.capio.com. Copies of the documents will be sent to those shareholders who so request and who have provided their address.

E. INFORMATION AT THE EGM

At the EGM, the Board and the Managing Director shall, if requested by a shareholder and the Board considers that it can be done without material damage to the company, provide information regarding issues that may (i) affect the assessment of an item on the agenda and (ii) concern the company's relation to another group company. A shareholder may send questions in advance by mail to Capio AB, "EGM 2019", P.O. Box 1064, SE-405 22 Gothenburg, Sweden, or by email to agm@capio.com.

F. PROCESSING OF PERSONAL DATA

For information about the processing of your personal data, see the section for the extraordinary general meeting 2019 on the company website www.capio.com.

Gothenburg in January 2019
CAPIO AB (publ)
Board of Directors