

## **Auditor's report in accordance with Chapter 8, Section 54 of the Swedish Companies Act (2005:551) on whether the guidelines adopted by the Annual General Meeting regarding remuneration to Group Executive Management have been complied with**

To the Annual General Meeting of Capio AB (publ), corporate identity 556706-4448

We have examined whether the Board of Directors and the Managing Director of Capio AB (publ), have, for the year 2016, complied with the guidelines on remuneration to Group Executive Management, adopted at the Extra General Meeting on June 16, 2015 and the Annual General Meeting on May 11, 2016, respectively.

### ***Responsibilities of the Board of Directors and the Managing Director***

The Board of Directors and the Managing Director are responsible for compliance with the guidelines and for the internal control the Board of Directors and the Managing Director determine is necessary to ensure compliance with the guidelines.

### ***Auditor's responsibility***

Our responsibility is to issue a report, based on our examination, to the Annual General Meeting regarding whether the guidelines have been complied with. The examination has been performed in accordance with FAR's recommendation RevR 8 *Granskning av ersättningar till ledande befattningshavare i aktiemarknadsbolag* (Examination of Remuneration to Group Executive Management in Listed Companies). Those standards require us to comply with the ethical requirements, and also to plan and perform the examination in such a manner that we may obtain reasonable assurance about whether the guidelines on remuneration have been complied with. The firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

The examination has covered the company's organization and documentation of issues concerning remuneration for Group Executive Management, new decisions concerning remuneration, as well as a selection of the financial year's payments to Group Executive Management. The procedures selected depend on the auditor's judgement, including the assessment of the risk that the guidelines have not, in all material respects, been complied with. In making this risk assessment, the auditor considers internal control relevant to the company's compliance with the guidelines in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our examination provides a reasonable basis for our conclusion.

### ***Conclusion***

In our opinion the Board of Directors and the Managing Director of Capio AB (publ) have, during the year 2016, complied with the guidelines on remuneration to Group Executive Management, which were adopted by the Extra General Meeting on June 16, 2015 and the Annual General Meeting on May 11, 2016, respectively.

As described in the Directors Report there are agreements entered into before the guidelines were adopted that deviates from the guidelines. The deviations relates to severance payments and conditions for retirement.

Gothenburg March 17, 2017

Ernst & Young AB



Staffan Landén

Authorized Public Accountant