

THE NOMINATION COMMITTEE'S REASONED STATEMENT ON ITS PROPOSAL FOR MEMBERS OF THE BOARD OF DIRECTORS OF CAPIO AB (PUBL)

The Nomination Committee in anticipation of the 2017 AGM consists of Robert Furuholm (Nordic Capital Fund VI), Joakim Rubin (Zeres Capital), Per Hesselmark (R12 Kapital), Per Colleen (Fjärde AP-fonden), Bo Lundgren (Swedbank Robur fonder) and the Chairman of the Board Anders Narvinger. Robert Furuholm is the Chairman of the Nomination Committee.

The Nomination Committee proposes re-election of the Board members Gunnar Németh, Fredrik Näslund, Birgitta Stymne Göransson, Pascale Richetta and Michael Flemming and new election of Michael Wolf, Gunilla Rudebjer and Joakim Rubin. The Nomination Committee also proposes election of Michael Wolf as Chairman of the Board. Anders Narvinger and Gun Nilsson have declined re-election.

For information on the proposed new Board members, see below the reasoned statement.

Ahead of the 2017 AGM, the Nomination Committee has held 11 meetings at which minutes were kept.

The Nomination Committee has in its work ahead of the AGM had as objective to complement the Board so that it all in all has the competence and experience necessary to continue to lead the company successfully. The Nomination Committee has also assessed that the proposed Board members will be able to devote the necessary time required to fulfil their tasks as Board members in Capio. The Nomination Committee has in its deliberations and in consideration of Capio's position as one of Europe's leading healthcare companies especially taken into account the Board's need for diversity and versatility in terms of competence, experience and background considering, inter alia, the strategic development, management and control of the company. In connection therewith matters relating to independence and diversity, including gender distribution, have been highlighted. The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code (the "Code") as diversity policy in its nomination work. The Nomination Committee strives to achieve greater diversity on the Board, for example by having the objective of a more even gender distribution. The Nomination Committee considers that a breadth and versatility as regards age, nationality, educational background, gender, experience and competences is represented among the proposed Directors of the Board. The Nomination Committee believes that diversity is vital and that it is important that future nomination committees continue to work actively to achieve a gender balance in the Board.

The Nomination Committee follows the recommendations set out in the Code. When assessing the independence of the proposed Board members, the Nomination Committee has found that the proposed composition of the Board of Capio AB meets the requirements regarding independence set forth in the Code.

Michael Wolf (born 1963) was previously President & CEO of the Swedish/Baltic banking group Swedbank AB (publ). Prior to joining Swedbank, Michael was President & CEO of Intrum Justitia AB and before that he held several different leading positions at the insurance company Skandia, including the positions CEO of Skandia Group Germany, CIO of Skandia Group and Executive Vice President, Head of Division Europe & Latin America. Michael is currently Chairman of the Stockholm Chamber of Commerce and the Anna Lindh Academy. Michael holds a Degree in Business Administration from Stockholm University.

The Nomination Committee deems Michael Wolf to be independent in relation to Capiro's major shareholders, and in relation to the company and the executive management.

Gunilla Rudebjer (born 1959) is currently Partner at Blomqvist & Rudebjer HB. Gunilla has extensive experience from the service industry and has held several positions as Chief Financial Officer in both public and private companies, such as Scandic Hotels, Cision, Parks & Resorts Scandinavia, Mandator and TUI Nordic (Fritidsresor). Gunilla is currently a board member and Chairman of the audit committee in Ambea AB. Gunilla holds a M.Sc. in Business Administration and Economics from Stockholm School of Economics.

The Nomination Committee deems Gunilla Rudebjer to be independent in relation to Capiro's major shareholders, and in relation to the company and the executive management.

Joakim Rubin (born 1960) is founder and CIO of Zeres Capital, based in Stockholm. Prior to founding Zeres, Joakim was a senior partner at CapMan, and Head of its Public Market Fund, and before that Joakim was Head of Corporate Finance and Debt Capital Markets at Handelsbanken Capital Markets. Joakim is currently a board member of ÅF and Cramo and serves as Chairman of the Nomination Committee of Eltel. He holds a M.Sc. in Engineering from the Institute of Technology, Linköping University.

The Nomination Committee deems Joakim Rubin to be independent in relation to Capiro's major shareholders, and in relation to the company and the executive management.