

Nomination Committee Proposal

Proposal to chair the meeting

The Nomination Committee proposes that attorney Arne Källén chair the meeting.

Directors and deputies

The Nomination Committee proposes that the Board shall consist of five members without deputies.

Determination of remuneration of the Board

The Nomination Committee proposes that the fees until the next Annual General Meeting shall be paid in the amount of SEK 75,000 for each director who is not employed by the company and SEK 150,000 to the Chairperson. Provided that it is cost neutral for the company, Genovis AB shall allow Board members to invoice their fees including an amount equal to social security contributions under the law. VAT will then also be paid by law.

Determination of remuneration of the auditor

The Nomination Committee proposes that remuneration of the auditors shall be paid on account.

Election of Directors

The Nomination Committee proposes re-election of: Jacob Engellau, Mikael Lönn, Lena Mårtensson Wernrud, Kenth Petersson and Mårten Winge.

The Nomination Committee proposes re-election of Mårten Winge to serve as Chairman of the Board.

The Nomination Committee's statement regarding the proposed Board

In its proposals, the Nomination Committee has assessed the degree to which the Board meets the requirements that may be placed because of the Company's current situation and future direction. In doing so, the Committee has discussed the size and composition of the Board, for example in terms of industry experience and expertise. As a basis for its deliberations, the Nomination Committee also studied the results of the evaluation of the work carried out by the Board of Directors. Gender distribution within the Board is not equal. The Nomination Committee seeks to change this situation in the long term.

Determination of remuneration of the auditor

The Nomination Committee proposes that remuneration of the auditors shall be paid on account.

Appointment of members to the Nomination Committee and adoption of guidelines for the Nomination Committee

The Nomination Committee proposes that the Committee for the 2018 AGM will consist of representatives of the four largest shareholders as of September 30, 2017. The Nomination Committee shall appoint a chairman from among its members. It is incumbent upon the Chairman of the Board to convene the Nomination Committee. Should a shareholder decline to participate on the Nomination Committee, the right to appoint a representative shall be transferred to the next largest shareholder not represented in the committee. If deemed appropriate as a result of ownership changes, the Nomination Committee shall invite additional shareholders to join the Nomination Committee, though the total number of members may not exceed five. In the event a member of the Nomination Committee leaves the Committee before its work is completed, the Chairman of the Board, if the Nomination Committee deems necessary, shall invite the same shareholder or, if the latter is no longer one of the major shareholders, the shareholder next entitled, in terms of size of shareholding, to appoint a replacement. Such a change shall be announced on the company's website.

The Nomination Committee will prepare proposals for the 2018 Annual General Meeting for resolution as regards chairman at the meeting, Chairman of the Board and other directors, remuneration of

directors and auditors, and principles for appointing the Nomination Committee. The Nomination Committee mandate runs until a new committee is appointed. The Nomination Committee proposes that remuneration will only be paid for direct costs associated with the assignment.

This document is a translation of the Swedish original. In the event of any discrepancy between this translation and the Swedish original, the Swedish version shall prevail.