

The Nomination Committee's proposals for resolutions at the Annual General Meeting 2023

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 200,000 for each director who is not employed by the company and SEK 400,000 to the Chairperson.

Election of Directors

The Nomination Committee proposes re-election of Torben Jørgensen, Mikael Lönn, Magnus Gustafsson and Lotta Ljungqvist.

The Nomination Committee proposes that the Meeting elect Torben Jørgensen as Chairperson of the Board.

The reasoned statement of the Nomination Committee regarding its proposal to the Board of Directors

In its proposal, the Nomination Committee has determined the degree to which the Board of Directors meets the demands that may result from the challenges the Company faces over the next few years as a result of Genovis' continued growth and development. The Committee has considered the size and composition of the Board with respect to factors such as industry experience and expertise. The Nomination Committee also noted the results of the evaluation of the work done by the Board and in addition conducted individual interviews. Gender distribution within the Board is uneven. The Nomination Committee is striving to change this status in the long run.

Determination of remuneration of the auditor

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

Election of auditor

The Nomination Committee proposes the registered auditing firm Öhlings pricewaterhouseCoopers AB ("PWC") to serve as auditor. PWC has announced that in the event that PWC is elected, Neda Feher will be appointed chief auditor.

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

The Nomination Committee proposes that the Committee for the 2024 AGM will consist of representatives of the four largest shareholders as of September 30, 2023. 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 2024 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.