

- 1 § Opening of the Meeting.**  
Peter Ragnarsson, Chairman of the Board, opened the annual general meeting.
- 2 § Election of Chairman of the Meeting.**  
Arne Källén was elected chairman of the Meeting. The chairman of the Meeting recorded the minutes.
- 3 § Approval of the voting list.**  
The Meeting approved the attached list, Appendix 1, as the voting list for the Meeting. The Meeting resolved that others present according to Appendix 1 will be entitled to follow the proceedings at the AGM.
- 4 § Approval of the agenda.**  
The agenda (Appendix 2) for the Meeting included in the notice of the Annual General Meeting was approved.
- 5 § Election of one or two persons to verify the minutes.**  
The Meeting resolved that Torsten Mattsson and Bertil Svensson should check the minutes together with the chairman.
- 6 § Determination of whether the Meeting was duly convened**  
It was noted that the notice convening the Meeting had been published in Post-och Inrikes Tidningar on March 22, 2013, that on the same day an announcement had been made in Dagens Industri stating that the notice had been published, and that the notice had been available at [www.genovis.com](http://www.genovis.com) since March 21, 2013. The Meeting was declared duly convened.
- 7 § Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the consolidated audit report**  
It was noted that the Annual Report and the Auditors' Report as well as the Consolidated Financial Statements and the Auditors' Report on the Consolidated Financial Statements for financial year January 1 - December 31, 2012 were duly presented.

**8 §**      **Speech by the Chief Executive Officer, after which shareholders have the opportunity to ask questions of the CEO, chairman and auditor**  
Sarah Fredriksson, Chief Executive Officer, reported on the company's business during financial year 2012. Shareholders were invited to ask questions at this time.

**§9**      **Resolutions**  
**a) on adoption of the income statement, balance sheet, consolidated income statement and consolidated balance sheet**  
The Meeting resolved to adopt the income statement, balance sheet, consolidated income statement and consolidated balance sheet included in the annual report for the financial year January 1 - December 31, 2012.

**b) on allocation of the company's profit or loss according to the adopted balance sheet**  
The Meeting resolved in accordance with the Board's proposal that the accumulated loss of SEK 3,343,592 be carried forward.

**c ) on discharge from liability for the directors and the President.**  
The Meeting resolved to discharge the directors and the President from liability for the management of the company's business during the financial year 2012. Neither the shareholding directors nor the CEO, who are included on the voting list, participated in the resolution that related personally to the director or the President.

**10 §**      **Determination of the number of Board members and deputy members to be elected by the Meeting.**  
The Meeting resolved that the Board should consist of seven members without deputies.

**11 §**      **Determination of fees to the Board**  
The Meeting resolved that the fee until the next Annual General Meeting to each director who is not employed by the company shall be SEK 50,000 to each director and SEK 100,000 to the Chairman. 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. The Meeting resolved that no fee would be paid to directors who are employees of the company.

**12 §**      **Determination of remuneration of the auditor**  
The Meeting resolved that remuneration of the auditor shall be paid according to approved invoice.

**13 § Election of the Board of Directors, Chairman of the Board and auditor**  
The Meeting re-elected Ebba Åsly Fåhraeus to be a director and Chairman of the Board of Directors For the period until the next Annual General Meeting.

The Meeting re-elected the following directors for the same period:

1. Jacob Engellau
2. Peter Ragnarsson
3. Erik Walldén
4. Thomas Laurell
5. Kenth Petersson
6. Carina Schmidt

It was noted that the 2012 Annual General Meeting appointed PricewaterhouseCoopers AB with Magnus Willfors (chief auditor) and Sofia Götmar-Blomstedt to serve as the company's auditors for the period until the 2016 Annual General Meeting and therefore an election of auditors was not held at this year's AGM.

**14 § Appointment of members to the Nomination Committee and adoption of guidelines for the Nomination Committee**  
The Nomination Committee's proposal for appointment of members to the Nomination Committee and the guidelines for the Nomination Committee were presented.

The Meeting resolved to adopt the Nomination Committee's proposal for appointment of members to the Nomination Committee and adoption of instructions for the Nomination Committee in accordance with Appendix 3.

**15 § The Board of Directors' proposal for a motion regarding remuneration guidelines for senior executives**  
The Meeting resolved to adopt the Board of Directors' proposal regarding remuneration guidelines for senior executives in accordance with Appendix 4.

**16 § Other matters to be considered at the Annual General Meeting in accordance with the Swedish Companies' Act (2005:551) or the articles of association**  
It was noted that no other matters were duly referred to the Meeting.

It was noted that there were no other matters to be considered at the meeting under the Companies Act or the Articles of Association.

**17 § Authorization of the Chief Executive Officer to make minor adjustments to the resolutions which may be necessary in conjunction with registration and implementation thereof.**  
The Meeting noted that there are no resolutions to be recorded and therefore the Meeting will not make any resolution under this item.

**18 § Closing of the Meeting**  
It was noted that all resolutions were unanimous.

The Meeting was declared adjourned.

Minutes taken by:

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Arne Källén

Verified by:

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Torsten Mattsson

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Bertil Svensson

## Attendance list at Genovis Annual General Meeting, 2013

Namn	Biträde	Aktier	BTA	Totalt innehav	% röster på stämman
Bernt Elmberg (SEN ANMÄLAN)				0	0,0
Bertil Svensson		1 500		1 500	0,0
Carina Schmidt (styrelseledamot)				0	0,0
Christer Göransson		1 312		1 312	0,0
Erik Walldén (styrelseledamot)				0	0,0
Fredrik Olsson		2 000		2 000	0,0
Gert Ranehill		1 012	337	1 349	0,0
Gun Jägerhök		4 000	1 333	5 333	0,1
Gunnar Bondesson		525	175	700	0,0
Hanna-Karin Toftevall		600		600	0,0
Hans E.V. Karlsson		1 000		1 000	0,0
Hans Håkansson	Rigmor Håkansson	525		525	0,0
Hansa Medical AB (Fullmakt Bo Håkansson)	Emanuel Björne	1 154 326	341 933	1 496 259	24,5
Ing-Marie Hultberg	Bo Hultberg	438		438	0,0
Ingvar Dahl (SEN ANMÄLAN)				0	0,0
Ingvar Lundquist		2 691	897	3 588	0,1
Jacob Engellau (styrelseledamot)				0	0,0
Johan Nilsson		5 461		5 461	0,1
Kent Borg		1 050		1 050	0,0
Kenth Petersson (styrelseledamot)		20 000		20 000	0,3
Kerstin Hattne (SEN ANMÄLAN)				0	0,0
Kjell Stendahl	Diana Celik	20 000		20 000	0,3
Lars Larsson		10 000		10 000	0,2
Lena Kruise				0	0,0
LMK Venture (Fullmakt Peter Ragnarsson)		1 450 000	361 154	1 811 154	29,6
Mikael Lönn (Fullmakt Peter Ragnarsson)		2 444 076		2 444 076	40,0
Peter Ragnarsson (styrelseledamot)				0	0,0
Rune Gustafsson		5 095		5 095	0,1
Sarah Fredriksson		39 862		39 862	0,7
Sofia Götmar Blomstedt (Revisor)				0	0,0
Soleon (Fullmakt Torbjörn Frid)		142 000		142 000	2,3
Stig Ekberg (SEN ANMÄLAN)	Siri Ryden			0	0,0
Susanne Ahlberg	Annika Bläckberg	318		318	0,0
Susanne Olason (Anställd)				0	0,0
Thomas Laurell (styrelseledamot)		5 250	1 750	7 000	0,1
Thorbjörn Frid		34 100		34 100	0,6
Tomas Ulfborg	Anita Sandberg	472	157	629	0,0
Torsten Mattsson		6 600		6 600	0,1
Åke Svensson		54 000		54 000	0,9
Åsa Markefors (Revisor)				0	0,0
<b>Totalt antal aktier i bolaget</b>		<b>11 835 568</b>	<b>3 035 683</b>	<b>14 871 251</b>	
<b>Aktier företrädna på stämman</b>				<b>6 115 949</b>	
<b>Aktier företrädna på stämman (%)</b>				<b>41,1</b>	

## Notice of Annual General Meeting of Genovis AB (publ)

Shareholders of GENOVIS AB (publ) are hereby summoned to the Annual General Meeting ("the Meeting") to be held on Thursday, April 25, 2013, at 5:00 p.m. at Scheelevägen 22, Lund, Sweden. Registration for the Meeting will commence at 16:30 pm.

### Agenda

1. Opening of the meeting.
2. Election of chairman for the meeting.
3. Preparation and approval of voting list.
4. Approval of the agenda.
5. Election of two persons to attest to the accuracy of the minutes.
6. Decision on whether proper notice of the Meeting has been made.
7. Presentation of the annual report and the auditors' report, as well as of the consolidated financial statements and the auditors' report for the Genovis Group.
8. The president's speech, after which shareholders will have the opportunity to ask questions to the president, chairman of the board and the auditors.
9. Resolutions regarding
  - a. Adoption of the income statement and the balance sheet for the parent company, as well as of the consolidated income statement and the consolidated balance sheet for the Genovis Group.
  - b. Disposition of Genovis' profit/loss in accordance with the approved balance sheet.
  - c. Discharge from liability of the Members of the Board of Directors and the President.
10. Decisions on the number of Members and Deputy Members of the Board of Directors, who shall be appointed by the Meeting.
11. Decisions on the compensation that shall be paid to the Board of Directors.
12. Decisions on the compensation that shall be paid to the auditors.

13. Election of Chairman of the Board of Directors and other Members of the Board of Directors.
14. Appointment of Directors to the Nomination Committee and adoption of instructions for the Nomination Committee.
15. Proposals for resolution on guidelines for salary and on other remuneration for the President and other Members of the management.
16. Other business to be addressed by the general meeting in accordance with the Swedish Companies Act or the Articles of Association.
17. Proposal that the CEO or those appointed by the Board shall be authorised by the Meeting to make the minor amendments to the Annual General Meeting's resolutions that may prove necessary in relation to registration at the Swedish Companies Registration Office.
18. Conclusion of the Meeting

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

The Nomination Committee proposes that the Committee for the AGM 2014 will consist of representatives of the four largest shareholders at September 30, 2013, who are not members of the Board. The Nomination Committee shall appoint a chairman from among its members. It is the responsibility of the Chairman to convene the Nomination Committee. Should a shareholder decline to participate in the 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. If a member of the Nomination Committee were to leave before its work is completed, if the Nomination Committee deems it appropriate, the Nomination Committee shall urge the same shareholder or, if this shareholder is no longer one of the major shareholders, the next-largest shareholder, to appoint a replacement. Such a change shall be announced on the company's website.

The Nomination Committee shall prepare proposals for the Annual General Meeting 2013 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's term runs until a new Nomination Committee is appointed in accordance with the resolution on the nominating process at the 2012 AGM.

The Nomination Committee proposes that remuneration shall only be paid for direct costs associated with the assignment.



The Board of Directors' proposal for a motion regarding remuneration guidelines for senior executives

These guidelines are valid for employment agreements entered into after the guidelines are approved by the AGM, and for amendments made afterward to existing employment agreements. The basic principle is that remuneration and other terms of employment for the management and CEO will be competitive to ensure that Genovis AB can attract and retain senior executives.

**Policy for fixed remuneration**

The fixed remuneration to the management and the Chief Executive Officer should be competitive and be based on the individual areas of responsibility and performance.

**Policy for variable remuneration**

Variable compensation will be limited and linked to predetermined measurable criteria designed to promote long-term value creation for the company. Variable compensation may not exceed a maximum of 25% percent of the fixed salary and will be set per fiscal year.

The Board will consider on a yearly basis whether or not to propose a share-related or market value-related incentive program to the Annual General Meeting. The Annual General Meeting makes the decisions regarding such incentive programs.

**Conditions for non-monetary benefits, pensions, termination, and severance pay**

**Pensions**

Management and the CEO are entitled to a defined-contribution pension.

**Termination and severance pay**

For the CEO the notice period is 12 months for the Company and 6 months for the individual. For management personnel the notice period is 6 months for the Company and 6 months for the individual. Moreover, assuming that the Company gave notice of termination, in certain cases the CEO may be offered 12 months of severance pay. The Board of Directors may depart from these guidelines if there are particular reasons in an individual case.

The company's undertaking in relation to senior executives and the chief executive may amount to a maximum of SEK 3,435,817.

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.