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

The Board of Directors proposes that the AGM adopts the following guidelines for remuneration to 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.

Fixed remuneration policy
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.

Variable remuneration policy
Incentive-based remuneration 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 3 months for the company and 3 months for the individual. For management personnel the notice period is 6 months for the Company and 3 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 Company's undertaking in relation to senior executives and the chief executive may amount to a maximum of SEK 1,946,252.

The Board of Directors may depart from these guidelines if there are particular reasons in an individual case.

The Board’s proposal authorizing the Board of Directors to decide on the issuance of shares.

The Board proposes that the Meeting authorize the Board, on one or more occasions until the next annual meeting, with or without preferential rights for shareholders, to issue new shares, convertible bonds or warrants. New shares may be paid for in cash and/or in kind or set-off or on other terms. This decision would mean that the share capital is increased up to a maximum total of SEK 2,750,000 through the issuance of a maximum total of 11,000,000 shares at full subscription.

The reason for the possible deviation from shareholders’ preferential rights is to broaden the ownership group, acquire, or facilitate the raising of capital, increase the liquidity of shares, carry out acquisitions, or procure or permit the raising of capital for acquisitions. When deciding on issuances without preferential rights for shareholders, the subscription shall be market-based at the time of the issue resolution.

This 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.