

## Nomination Committee proposal for resolution at the 2014 Annual General Meeting

### Chairman of the AGM

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

### Number of directors and deputies

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

### Determination of fees to the Board

The Nomination Committee proposes that fees until the close of 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 Chairman of the Board. 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 fees to the auditor

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

### Election of the Board of Directors and Chairman of the Board

Ebba Fåhraeus, Peter Ragnarsson, Thomas Laurell and Carina Schmidt have declined re-election to Genovis' Board of Directors.

The Nomination Committee proposes re-election of: Jacob Engellau, Erik Walldén and Kenth Petersson.

The Nomination Committee proposes election of: Lena Mårtensson Wernrud and Mikael Lönn.

The Nomination Committee proposes election of Erik Walldén to be Chairman of the Board.

### Brief information about Lena Mårtensson Wernrud and Mikael Lönn.

Lena Mårtensson Wernrud, Ph.D

Born in 1954

Lena Mårtensson Wernrud runs her own consulting firm, Martensson Innovative Partner. She has 30 years of management-level experience in the medical technology and pharmaceutical industries at companies such as Gambro AB, Pharmacia and AstraZeneca. Member of steering groups between AZ and smaller biotech companies and universities. PhD, University of Lund, 1982, in zoophysiology following postgraduate study at the University of Colorado School of Medicine (USA) and Odense University (Denmark). Post doc Medical School



Erasmus University (Netherlands). Associate Professor, Lund University, 1992. Certified board member through Styrelseakademin 2014.

Other directorships and positions of trust: No other assignments.

Previous engagements: No previous engagements.

Holdings in Genovis: None.

Lena Mårtensson is independent in relation to the Company and its major shareholders.

### **Mikael Lönn, MD**

Born in 1949

Mikael Lönn has worked as a physician (urologist) at Södersjukhuset in Stockholm and is now active as an entrepreneur and business leader, especially in health care. He has extensive experience from counseling and active participation on the board of directors for a number of start-up and growth companies, as well as experience from large county and municipal-owned organizations.

Other directorships and positions of trust: Chairman of the board of PRIMA Barn – och Vuxenpsykiatri Stockholm AB, Oral Care Holding SWE AB Vizendo AB, MaBeMi Consulting and Scilife Clinic AB. Board member of Dixel AB, Sturebadet Quality Care AB, Sturebadet Health Strategy AB, Redeye AB/Redhold AB, Mikael Lönn AB, Digilär AB and PPRIMA Vuxen psykiatri Stockholm AB.

Previous engagements: IMIX Holding AB (Medical Devices), Mindab, Mellanskogs industri AB, M & M Medical AB, Norrtäljes Gemensamma Hälso, Sjukvård- och omsorgsbolag TioHundra AB and Diamorph AB (publ).

Holdings in Genovis: 4,838,357

Through his shareholdings in Genovis, Mikael Lönn controls 22.15 percent of all voting rights in Genovis. Mikael Lönn is independent of corporate management.

More extensive information regarding the other proposed members of the Board is available at the Company's website.

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

The Nomination Committee proposes that the Committee for the 2015 AGM will consist of representatives of the four largest shareholders at September 30, 2014, who are not members of the Board. 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 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. 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 2015 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.

## 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.

Nomination Committee May 2014

**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.**