

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 approved account.

Election of Directors

The Nomination Committee proposes reelection of Erik Walldén, Jacob Engellau, Mikael Lönn, Kenth Petersson och Lena Mårtensson Wernrud.

The Nomination Committee proposes that the Meeting elect Erik Walldén as Chairperson of the Board.

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 2016 will consist of representatives of the four largest shareholders at September 30, 2015, 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 2016 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.