

## 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 account.

### **Election of auditor**

The Nomination Committee proposes the registered auditing firm PricewaterhouseCoopers AB ("**PWC**") to serve as auditor. PWC has announced that in the event that PWC is selected, Magnus Willfors will be appointed chief auditor.

### **Election of Directors**

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

The Nomination Committee proposes election of Mikael Winge.

The Nomination Committee proposes election of Mårten Winge to be Chairman of the Board.

*Sarah Fredriksson has declined reelection to Genovis' Board of Directors.*

### **Mårten Winge**

Mårten Winge has a master's degree from the Karolinska Institute and a marketing degree from IHM Business School. During his 30 years in the life science industry, Mårten held various management positions in marketing and sales in companies that worked with the commercialization of new technologies. He has held the CEO and the board in the early start-up and growth companies, which included the development of international business and strategic partnerships. Some of the companies Mårten has worked for Pharmacia's (now GE Healthcare), Pyrosequencing (now Biotage), Olink Bioscience and Proxeon (now Thermo Fisher). Since 2012, he is CEO of the medical technology company Medical Vision AB.

**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.

**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.

*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.*