

BioInvent International AB (publ) **Statement of the Nomination Committee - 2016**

Information about the Nomination Committee

In accordance with the principles for nomination adopted by the general meeting, the Nomination Committee ahead of the Annual General Meeting 2016 has consisted of Björn O. Nilsson, chairman of the Board, Tony Sandell, as representative of B&E Participation AB, Erik Esveld, as representative of Van Herk Investments B.V. and Mattias Cramby, representing Mexor i Skellefteå (own shareholding).

Tony Sandell has been elected chairman of the Nomination Committee. The members of the Nomination Committee have, as provided by the Swedish Code of Corporate Governance, each determined that there is no conflict of interest to accept the assignment.

Proposal of the Nomination Committee

The Nomination Committee proposes:

Chairman of the annual general meeting

Björn O. Nilsson (chairman of the Board)

Board members and chairman of the Board

The Board shall consist of seven members elected by the general meeting.

Re-election of the current members Birgitta Stymne Göransson, Lars Ingelmark and Björn O. Nilsson. Information about the candidates proposed for re-election is found in the company's Annual Report 2015.

New election of An van Es Johansson, Leonard Kruimer, Martin Nicklasson and Vincent Ossipow. The Nomination Committee has obtained the annexed information regarding the candidates proposed for new election, Appendix 1.

Re-election of Björn O. Nilsson as chairman of the Board.

Fees

Fees to the board members, including fees for committee work, are proposed to remain unchanged (though the total amount will increase due to one additional member):

SEK 400,000 to the chairman of the Board and SEK 160,000 to each of the other members, and in addition thereto, fees for committee work, however not to the chairman of the Board, of SEK 20,000 to each of the members of the Remuneration Committee, if any, and SEK 50,000 to chairman of the Audit Committee and SEK 40,000 to each of

the other members of the Audit Committee. It is noted that currently the Board has not elected a Remuneration Committee.

In addition, the main shareholders represented on the Nomination Committee have discussed the desirability of proposing a share-based incentive program for board members and have confirmed that they intend to prepare the matter and to submit such a proposal.

Number of auditors

One authorized accounting firm.

Auditor

Re-election of KPMG AB for a period of two years.

KPMG AB has informed that it will appoint the authorized accountant Eva Melzig Henriksson as auditor in charge.

Fees to the Auditor

As per approved invoice.

The Nomination Committee's motivated statement

The Nomination Committee has held two minuted meetings. The committee members have also had several telephone contacts. Furthermore, members of the Nomination Committee have met with potential board candidates.

As a basis for its proposal, the Nomination Committee has reviewed the result of the evaluation of the Board and its work, as well as the CEO's and chairman's report on how the board works and the company's business, goals and strategies. The Nomination Committee has also taken note of the result of the Company's evaluation of the auditor's work, as well as the Audit Committee's recommendation for the election of the auditor.

The Nomination Committee has concluded that the current Board is well functioning, but has been informed that the members of Dharminder Chahal, Elisabeth Lindner and Jonas Jendi have declined re-election. The Nomination Committee has thoroughly discussed skills, experience and background for supplementing the board and found that the four candidates proposed for election can be expected to assure the Board broad expertise and experience in relevant fields.

An van Es Johansson mainly brings experience within clinical development, *i.a.* as head of clinical development with the pharmaceutical company Sobi. Leonard Kramer represents the largest shareholder (Van Herk Investments B.V.) and has an extensive experience within finance. Martin Nicklasson has extensive experience within drug development as well as relevant board experience from listed companies. Vincent Ossipow is a director with the company's new strategic owner Omega Funds and is expected to contribute with business development skills and international network in the biotech industry.

The Nomination Committee has considered the matter of gender equality, but concludes that the final proposal will regrettably not achieve the ambition that 40% of its members shall represent the underrepresented gender. In this context, the Nomination Committee notes that the two employee representatives appointed to the Board are both women.

The Nomination Committee has also considered the matter of independence of the proposed Board members, and has found that the proposed composition complies with the independence requirements as set forth by the Swedish Code of Corporate Governance. Leonard Kruimer is regarded as dependent in relation to a larger shareholder of the company by holding assignments for Van Herk Investments B.V. The other proposed board members are, in the opinion of the Nomination Committee, to be regarded as independent, both in relation to the company, the company's management and to the larger shareholders.

In April 2016

The Nomination Committee of BioInvent International AB (publ)

Appendix 1**An van Es Johansson**

Born: 1960

Shareholding: 0

Current assignments: Vice President Swedish Orphan Biovitrum AB (Sobi), Head of EMENAR Medical och SSCP Medical and member of the Scientific Advisory Board Uppsala Bio.

Previous experience: MD. Several positions within Sobi (Biovitrum AB), i.a. Head of Medical, Head of Clinical Development and Head of Clinical Science, and previous positions within Drug Development and Commercial at Roche and Pharmacia & Upjohn.

Leonard Kruimer

Born: 1958

Shareholding: 0

Current assignments: CFO of SkylineDX B.V.

Previous experience: MBA. CFO and acting CEO of to-BBB Holding B.V., CFO and board member of Crucell N.V. 1998-2011, chairman of supervisory board of Profibrix B.V., several earlier executive positions, consultant with McKinsey & Company and auditor with Price Waterhouse & Company.

Martin Nicklasson

Born: 1955

Shareholding: 0

Current assignments: Chairman of the board of Orexo AB, Zealand Pharma A/S and Farma Investment AS, board member of Basilea Pharmaceutical Ltd., PledPharma AB, Premier Research Group Ltd and Biocrine AB.

Previous experience: M.Sc.Pharm., Ph.D., CEO of Swedish Orphan Biovitrum AB 2007-2010. Several positions with Astra/AstraZeneca, including responsible for global drug development and marketing and business development with AstraZeneca Ltd., and CEO of AstraZeneca Sweden AB. CEO of Astra Hässle AB and responsible for R&D within KABI.

Vincent Ossipow

Born: 1968

Shareholding: 0

Current assignments: Venture partner Omega Funds. Member of the board of Andrew Alliance, Kuros Biosciences, Etherna Immunotherapies and Sophia Genetics.

Previous experience: CFA, Ph.D. Partner Private Equity Sectoral Asset Management. Researcher at University of Geneva. Research analyst Pictet Bank.