

## **BioInvent International AB (publ)**

### **The Nomination Committee's reasoned statement - 2015**

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In accordance with the principles of nomination resolved by the general meeting, the Nomination Committee ahead of the Annual General Meeting 2015 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 Mikael Lönn, representing his own shareholding. Tony Sandell has been elected chairman 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

Re-election of the current board members Dharminder Chahal, Lars Ingelmark, Jonas Jendi, Elisabeth Lindner and Björn O. Nilsson. Re-election of Björn O. Nilsson as chairman of the Board.

Election of Birgitta Stymne Göransson.

*Birgitta Stymne Göransson is born 1957. Birgitta holds an MBA from Harvard Business School and a M.Sc. in Biotechnology from the Royal Institute of Technology in Stockholm. She has extensive experience as a CEO and a board member of both listed and unlisted companies. She was CEO of the Memira Group prior to 2013, before which she was the CEO of Semantix and Deputy CEO of Telefosgruppen. Birgitta has also worked at Gambro and as a management consultant at McKinsey and was the CFO at Åhlens. Birgitta is currently chairman of the boards of Fryshuset and of Medivir AB. She is also a member of the boards of Advania, Elekta AB, HL Display AB, Sophiahemmet Hospital, Rhenman & Partners Asset Management AB and the Stockholm Chamber of Commerce.*

#### Fees

Fees to the board members (including fees for committee work) are proposed to remain unchanged; 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.

#### Motivated statement

The Nomination Committee has as the basis for its proposal for board members reviewed the result of the evaluation of the Board and its work and the report from the CEO and the chairman of the Board of the company's business, goals and strategies. The Nomination Committee has discussed the requirements of competence, experience and background of the members of the Board. The Nomination Committee has concluded that the current Board appears well-functioning with a broad competence and experience within relevant fields.

Lars Backsell has declined re-election.

The Nomination Committee has evaluated to add additional competence to the Board and believes that Birgitta Stymne Göransson will be able to significantly contribute to the board's work within her field of expertise and general competence.

The Nomination Committee has considered the matter of gender equality. The Nomination Committee is happy that the candidate proposed for new election has both relevant expertise and competence and at the same time will add to the strive for gender equality in terms of representation in the Board. The proposed composition of the Board will achieve the ambition levels communicated by *Kollegiet för svensk bolagsstyrning*. In addition, the Nomination Committee has also noted that the employee representatives appointed to the board are both women.

The Nomination Committee has also considered matters of independence. During its assessment of the independence of the proposed board members, the Nomination Committee has found that the proposed composition complies with the independence requirements as set forth by the Swedish Code of Corporate Governance. Dharminder Chahal is regarded as dependent in relation to a larger shareholder of the company by holding assignments for the 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.