

BioInvent International AB (publ)

The Nomination Committee's proposal and reasoned statement - 2019

Information about the Nomination Committee

In accordance with the principles for nomination adopted by the general meeting, the BioInvent Nomination Committee ahead of the Annual General Meeting 2019 has consisted of Leonard Kruimer, chairman of the Board, Vincent Ossipow, as representative of Omega Fund IV, LP, Erik Esveld, as representative of Van Herk Investments B.V. and Mattias Cramby, representing Mexor i Skellefteå (own shareholding). Erik Esveld 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

Chairman of the annual general meeting

Board secretary and attorney Madeleine Rydberger

Board members and chairman of the Board

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

Re-election of the current members Dharminder Chahal, An van Es-Johansson, Leonard Kruimer, Vincent Ossipow and Bernd Seizinger. Kristoffer Bissessar has declined re-election.

Re-election of Leonard Kruimer as chairman of the Board.

Information about the candidates proposed for re-election is found in the company's Annual Report 2018.

Fees

The Nomination Committee proposes that board remuneration shall amount to SEK 682,500 to the chairman of the Board, including fees for any committee work, and SEK 305,500 to each of the other board members. It is further proposed that remuneration for committee work shall amount to SEK 57,500 to the chairman of the Audit Committee, SEK 46,000 to other members of the Audit Committee and SEK 57,500 to the chairman of the Scientific Committee, which is a board committee that the company intends to establish. No fee shall be paid to other members of the Scientific Committee or for work in the Remuneration Committee.

The Nomination Committee's motivated statement

The Nomination Committee has held four meetings, of which three have been telephone meetings. The committee members have also had additional telephone contacts.

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. Regrettably, Kristoffer Bissessar has declined re-election. The Nomination Committee has discussed the requirements of competence, experience and background of the members of the Board, and has concluded that the current Board appears well-functioning and, notwithstanding that Kristoffer Bissessar will leave the board, has a sufficiently broad competence and experience within relevant fields. The Nomination Committee finds that the proposed composition of the Board, with respect to the company's operations, stage of development and other circumstances will have an appropriate composition.

The Nomination Committee has considered the matter of gender equality, and has applied Section 4.1 of the Swedish Corporate Governance Code as diversity policy, 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 in accordance with Sections 4.3-4.5 of the Swedish Corporate Governance Code, and in the view of the Nomination Committee, all directors proposed are to be regarded as independent, both in relation to the company, the company's management and to the larger shareholders (> 10 %).

In March 2019

The Nomination Committee of BioInvent International AB (publ)