

## **THE NOMINATION COMMITTEE'S BOARD PROPOSALS FOR THE AGM 2018**

### **DECISIONS PROPOSED BY THE NOMINATION COMMITTEE**

The Nomination Committee for the AGM 2018 comprises the following members: David Sundin, representing Midroc New Technology AB (Chairman of the Nomination Committee), Conny Bogentoft, representing PharmaResearch Products Ltd, Graham Fagg, representing Rosetta Capital IV S.à r.l., and Göran Pettersson, Chairman of the Board.

The Nomination Committee has carried out an evaluation of the Board's work to assess to what degree the present Board fulfils the requirements based on the current situation of the Company and its future focus.

In this evaluation the Nomination Committee has found that the present Board has a relevant composition, given the Company's business and development stage, that the directors possess an extensive competence with solid industrial as well as financial knowledge with an international experience, that the directors have shown great commitment to the Company, that the attendance at Board meetings has been very high, and that the Chairman of the Board has presided the work efficiently. In all, the Nomination Committee has found that the Board has worked well.

Although the Nomination Committee considers the Board's composition relevant, the Nomination Committee will, when recruiting candidates in the future, search for suitable candidates representing both genders.

Therefor the Nomination Committee presents the following proposals for the AGM on 16 May 2018.

### **Determination of the number of directors, alternate directors and auditor and alternate auditor**

The Nomination Committee proposes that the Board continues to be composed of five directors, with no alternates, for the period until the next AGM. The Nomination Committee proposes that the Company continues to have one auditor, with one alternate.

### **Determination of the fees for the directors and for the auditor**

The Nomination Committee proposes that the total fee of SEK 700,000 remain unchanged for the period until the end of the next AGM, comprising SEK 250,000 for the Chairman of the Board, SEK 150,000 each for independent directors and SEK 100,000 each for directors employed by principal shareholders of the Company.

Fees will be paid to the auditor in accordance with approved invoices.

**Election of directors, Chairman of the Board and auditor, and, when applicable, alternate directors and an alternate auditor**

The Nomination Committee proposes re-election of Marianne Dicander Alexandersson, Torsten Goesch, Satyendra Kumar, Göran Linder and Göran Pettersson.

It is proposed that Göran Pettersson be re-elected Chairman of the Board.

The Nomination Committee proposes that Ola Spinnars be reappointed as auditor and Jonas Forsberg as alternate.

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Solna April 2018

**Nomination Committee for Promore Pharma AB (publ)**