

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## **Instruction and charter for the Nomination Committee of Saniona AB**

The Nomination Committee of Saniona AB, Reg. No. 556962-5345 (“**Saniona**”), proposes that a Nomination Committee shall be appointed before coming elections and remuneration in Saniona.

### **1. Introduction**

- 1.1 The Nomination Committee is appointed in accordance with the procedures resolved by the shareholders’ meeting. The main responsibility of the Nomination Committee is to present suitable candidates for the position as chairman of the board of directors, members of the board of directors and auditor(s) of Saniona, and to propose their remuneration.
- 1.2 The purpose of this instruction and charter for the Nomination Committee is to establish principles for appointing the Nomination Committee, the procedure for replacing any member who leaves the Nomination Committee before its work is completed and the Nomination Committee’s responsibilities in accordance with the requirements under the Swedish Corporate Governance Code (the “**Code**”).

### **2. Appointment of the Nomination Committee**

- 2.1 The Nomination Committee shall be comprised of three members representing the two largest shareholders as of last September, together with the chairman of the board of directors. With “largest shareholders” are meant the shareholders registered with Euroclear Sweden AB as of last September.
- 2.2 If any of these two largest shareholders refrain from appointing an owner representative, or if an owner representative resigns or relinquishes the position before the assignment is completed and the entitled shareholder does not appoint another representative, the chairman of the board of directors shall invite the next shareholder (i.e. first the third largest owner) to within a week of the request appoint an owner representative. The procedure shall continue until the Nomination Committee is composed of three members.
- 2.3 The Nomination Committee members shall be published no later than six months before the annual shareholders’ meeting. If a substantial change of ownership occurs no later than seven weeks before the annual shareholders’ meeting, a new shareholder representative shall be appointed. The chairman of the board of directors shall then contact the one of the two largest shareholders without an owner representative and

request such shareholder to appoint a representative. When such a representative has been appointed, such representative shall be a member of the Nomination Committee and replace the former member of the Nomination Committee who no longer represents one of the two largest shareholders.

- 2.4 The Nomination Committee will appoint the chairman of the Nomination Committee among its members. The chairman of the board of directors or another member of the board of directors should not be appointed as chairman of the Nomination Committee.
- 2.5 Remuneration may be paid to the members of the Nomination Committee after a resolution by the shareholders' meeting.

### **3. Duties of the Nomination Committee**

- 3.1 The Nomination Committee shall prepare and submit proposals to the annual shareholders' meeting regarding:
- (a) election of the chairman at the annual shareholders' meeting;
  - (b) election of the chairman and other members of the board of directors;
  - (c) remuneration for the chairman and for each of the other members of the board of directors and, if applicable, remuneration for committee work;
  - (d) election of the auditor and the auditor's remuneration; and
  - (e) principles for appointing the Nomination Committee.
- 3.2 The Nomination Committee has the right to, if necessary, in connection with future election of new members of the board of directors, obtain material from an external consultant regarding knowledge, experience and profile for suitable candidates, with a right for the Nomination Committee to incur reasonable costs for Saniona for the preparation of such material.

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Malmö in April 2018

Saniona AB (publ)

The Nomination Committee