

## The Nomination Committee's proposal to the Annual General Meeting 2018 in Sedana Medical AB (publ)

The Nomination Committee in Sedana Medical AB (publ) 2017-2018 consists of representatives of the four largest shareholders at the end of the third quarter of 2017, which have been accepted as members of the Nomination Committee. The Nomination Committee 2017–2018 has consisted of:

- Karl Tobieson, Chairman of the nomination committee and representing Linc AB
- Sten Gibeck, owner and board member of Sedana Medical AB (publ)
- Ola Magnusson, owner and board member of Sedana Medical AB (publ)
- Tony McCarthy, representing Michael Ryan

Prior to the Annual General Meeting 2018, the Nomination Committee has agreed to propose a new Board as follows:

- Re-election of Thomas Eklund as Chairman of the board
- Re-election of Sten Gibeck as board member
- Re-election of Bengt Julander as board member
- Re-election of Ola Magnusson as board member
- Re-election of Michael Ryan as board member
- Election of Eva Walde as board member

Eva Walde has a long and broad background in the pharmaceutical industry. Eva comes most recently from a position as VP Commercial Operations at Phadia / ThermoFisher Scientific. Earlier, Eva has had leading positions in product management and market and strategy management within i.e. Hoechst, Bristol Myers Squibb, Pfizer and Amgen. Eva also runs her own management consulting company. Eva has a BSc from the School of Economics at the University of Gothenburg in Sweden.

The Nomination Committee proposes that Thomas Eklund is elected as Chairman of the Annual General Meeting of shareholders 2018.

The Nomination Committee proposes a total Board fee of SEK 525,000, of which SEK 225,000 to the Chairman of the Board, SEK 50,000 each to Sten Gibeck, Bengt Julander, Ola Magnusson and Michael Ryan, and SEK 100,000 to Eva Walde.

The Nomination Committee proposes, in accordance with the Board's recommendation, the re-election of R3 as an audit company with Christina Kallin Sharpe as Chief Accountant with mandate until the 2019 Annual General Meeting.

The Nomination Committee proposes that fees to the auditor, until the end of the next Annual General Meeting, be paid in accordance with the approved invoice.

### **Principles for the appointment of the Nomination Committee and instructions for the Nomination Committee**

It is proposed that the AGM decides to establish principles for the appointment of the Nomination Committee in accordance with the following.

#### **Principles of determination**

The chairman of the board shall, by the end of the third quarter of Sedana Medical's financial year each year, ensure that the company's voting three largest shareholders or ownership groups are invited to each appoint each member to be included in the nomination committee. The reconciliation is based on Euroclear Sweden AB's shareholder list (owner group) as of the last banking day in September or any other evidence that shareholders or group of owners at this time report as evidence of their shareholding. Where one or more shareholders refrain from appointing a member of the Nomination Committee, one or more of the following shareholders in ownership shall be offered to appoint a member of the Nomination Committee. However, no more than five additional shareholders need not to be contacted, unless the Chairman of the Board finds that there are special reasons for this. When shareholders are contacted with a request for the appearance of a member of the Nomination Committee, the Chairman of the Board shall make the necessary rules of procedure such as the latest response date, etc.

The Nomination Committee shall consist of a total of at least three members, including the Chairman of the Board, which is included in the Nomination Committee and convenes the first meeting of the Nomination Committee.

The composition of the Nomination Committee shall be published as soon as it has been appointed. The chairman of the nomination committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder. However, the Chairman of the Board or other Board member shall not be the Chairman of the Nomination Committee. The Nomination Committee shall hold its mandate until a new Nomination Committee has been appointed. Fees shall not be paid to members of the Nomination Committee. The member shall leave the nomination committee if the shareholder who appointed this member no longer has substantially the same ownership interest as when the member was appointed. If the Nomination Committee subsequently ceases to have at least three members, the Chairman of the Board shall act for a new member to be appointed according to the principles stated above. However, if there are no special reasons, no changes shall be made to the composition of the Nomination Committee if only minor changes in the voting number have taken place or the change occurs later than two months before the AGM.

Shareholders who appoint a member of the Nomination Committee are entitled to vacate such a member and appoint a new member of the Nomination Committee.

#### **Nomination Committee assignment**

The Nomination Committee shall prepare and propose to the Annual General Meeting:

- election of chairman of the meeting
- election of the chairman or members of the board of directors in the company's board of directors
- election of auditor and, if applicable, auditor's deputy
- proposals for remuneration to the chairman, board members, auditor and, where appropriate, committee work
- principles for the election of the nomination committee

The Chairman of the Board shall appropriately inform the Nomination Committee of information about the Board's competence profile and working methods.

#### **Meetings**

The Nomination Committee shall meet when required to fulfill its duties, at least twice a year. Notice of attendance is issued by the Chairman of the Nomination Committee (except for the first meeting convened by the Chairman of the Board). The member may request that the Nomination Committee be convened.

The nomination committee is to decide if at least half of the members participate. However, decisions in cases may not be taken, as far as possible, all members could participate in the matter. The decision of the Nomination Committee applies to the opinion for which more than half of the members present vote, or, in the same number of votes, the meaning of the nomination committee's chairman.

An account of the Nomination Committee's work in the form of proposals and opinions from the Nomination Committee shall be published on the Company's website in good time before the Annual General Meeting.

#### **Changes to these instructions**

The Nomination Committee shall regularly evaluate these instructions and the nomination committee's work and submit to the Annual General Meeting proposals for such changes to this instruction deemed appropriate by the Nomination Committee.