

# The nomination committee's complete resolution proposals for the annual general meeting 28 May 2019 in Sedana Medical AB (publ)

The nomination committee of Sedana Medical AB (publ) 2018–2019 consists of representatives for the three largest shareholders at the end of the third quarter 2018 who has accepted to form part of the nomination committee and the chairman of the board of directors of the company. The nomination committee is composed as follows:

- Karl Tobieson, chairman of the nomination committee and appointed by Linc AB
- Thomas Eklund, chairman of the board of directors
- Sten Gibeck, shareholder and board member
- Ola Magnusson, shareholder and board member

The nomination committee has presented the following resolution proposals in relation to items 1 and 11–14 on the proposed agenda.

## **Election of chairman of the meeting (item 1)**

The nomination committee proposes that Thomas Eklund is elected as chairman of the meeting.

## **Election of board members and auditors as well as determination of the fees payable to the board of directors and auditors, etc. (items 11–13)**

The board of directors currently consists of six ordinary members without deputy members and the company currently has one auditor and one deputy auditor. The nomination committee proposes that the board of directors shall continue to consist of six ordinary members without deputy members and that the company shall continue to have one auditor and one deputy auditor.

The board of directors currently consists of the ordinary members Thomas Eklund (chairman), Sten Gibeck, Bengt Julander, Ola Magnusson, Michael Ryan and Eva Walde. The nomination committee proposes re-election of all current board members and re-election of Thomas Eklund as chairman of the board of directors for the period until the end of the next annual general meeting. It is further proposed that Christina Kallin is re-elected as auditor and Caroline Ljungberg as deputy auditor for the period until the next annual general meeting.

The nomination committee proposes that fees payable to the board of directors for the period until the end of the next annual general meeting shall amount to a total of SEK 625,000, out of which SEK 325,000 shall be paid to the chairman, SEK 100,000 shall be paid to the proposed member Eva Walde and SEK 50,000 shall be paid to each of the proposed members Sten Gibeck, Bengt Julander, Ola Magnusson and Michael Ryan. The nomination committee further proposes that the company's auditor shall be paid in accordance with approved invoices, within the frames of the quote.

Further information regarding the proposed board members is available on [www.sedanamedical.com](http://www.sedanamedical.com).

## **Resolution on principles for the appointment of and instructions for the nomination committee (item 14)**

The nomination committee proposes that the general meeting in Sedana Medical AB (publ) resolves on adoption of principles for the appointment of and instructions for the nomination committee in accordance with the following.

### ***Principles for the appointment***

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 three largest shareholders or ownership groups by vote are invited to appoint one member each to be included in the nomination committee. The reconciliation is based on Euroclear Sweden AB's shareholder list (owner grouped) as of the last banking day of 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 to be contacted, unless the chairman of the board of directors finds that there are special reasons therefore. When shareholders are contacted with a request for the appointment of a member of the nomination committee, the chairman of the board of directors shall stipulate 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 of directors, who 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 by vote largest shareholder. However, the chairman of the board of directors or other board members shall not be chairman of the nomination committee. The nomination committee shall hold its mandate until a new nomination committee has been appointed. No fees shall be paid to the members of the nomination committee.

A member shall leave the nomination committee if the shareholder who has appointed the 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 of directors shall towards having a new member appointed in accordance with to the principles set out above. However, unless there are special reasons for it, no changes shall be made to the composition of the nomination committee if only minor changes in the ownership by votes has taken place or if the ownership change takes place later than two months before the annual general meeting.

A shareholder who has appointed a member of the nomination committee is entitled to vacate such a member and appoint a new member of the nomination committee.

#### ***Assignments of the nomination committee***

The nomination committee shall prepare and propose to the annual general meeting:

- election of chairman of the meeting
- election of chairman and members of the board of directors of the company
- election of auditor and, if applicable, deputy auditor
- proposals for fees payable to the chairman and members of the board of directors, auditor and, if applicable, for committee work
- potential changes of current principles for the appointment of and instructions for a nomination committee

The chairman of the board of directors shall, in an appropriate manner, inform the nomination committee of information about the board of directors' competence profile and working methods.

#### ***Meetings***

The nomination committee shall meet when required in order for the nomination committee to fulfill its duties, but no less than twice a year. Notice of attendance shall be issued by the chairman of the nomination committee (except as regards the first meeting which shall be convened by the chairman of the board of directors). A member may request that the nomination committee shall be summoned.

The nomination committee is quorate when at least half of the members participate. However, resolutions may not be made unless all members, where possible, have had the chance to participate in the matter. As resolution of the nomination committee applies, the opinion which more than half of the members present vote for shall apply or, in case of equal number of votes, the opinion which the chairman of the nomination committee supports.

A report of the nomination committee's work, including proposals and a statement from the nomination committee, shall be published on the company's website well in advance of the annual general meeting.

#### ***Changes to these principles and instructions***

These principles for the appointment of and instructions for the nomination committee shall apply until the general meeting resolves otherwise. The nomination committee shall regularly evaluate these principles and instructions, as well as the work of the nomination committee, and submit proposals to the annual general meeting for such potential changes of these principles and instructions as are deemed appropriate by the nomination committee.