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## **Nomination Committee Proposal for Biotage AB's AGM 2009**

### **Background**

The Company's shareholders resolved at the Annual General Meeting held on 29 April 2008 that the Company forthwith shall have a Nomination Committee.

The Annual General Meeting 2008 resolved that the Chairman of the Board of Directors shall be elected member of the Nomination Committee, but not be acting as Chairman of the Nomination Committee. The Chairman was assigned to appoint, in consultation with the (by voting rights) major shareholders of the Company as per September 1, 2008, another three members. The names of such members should be published no later than six months before the Annual General Meeting 2009. The Nomination Committee shall appoint one of the members to be the Chairman of the Nomination Committee.

A Nomination Committee consisting of shareholder representatives and the Chairman of the Board of Directors has been formed for Biotage AB.

The members of the Nomination Committee are:

Björn Odlander, HealthCap, Chairman of the Nomination Committee

Karl Swartling, Investor Growth Capital

Carl Rosén, 2 AP-fonden

Ove Mattsson, Chairman of the Board

The Nomination Committee shall, before the Annual General Meeting 2009, prepare proposals for the election of Chairman and other members of the Board of Directors, the election of Chairman of the Annual General Meeting, the determination of fees and matters pertaining thereto. The Nomination Committee has had three formal meetings and in addition hereto ongoing contacts.

These meetings have primarily been devoted to an evaluation of the present board of directors, discussions about the number of board members, the need for recruitment of new board members, discussions concerning such potential new board members and board fees.

### **Statement by the Nomination Committee**

The Nomination Committee has discussed the composition of board members as well as the number of board members from a perspective of the company's present situation and future developments. These discussions have had the purpose to get a better understanding of what requirements will put on the board going forward and have involved judgment of competencies and relevant experiences from the company's business environment. An overall guidance has been to have a composition of board members that has competencies and experiences necessary for Biotage in its new setting after the divestment of the business area Biosystems. The Nomination Committee has taken into consideration the importance of striving for an equal number of men and women in the board.

The evaluation of the present board of directors has included a report from Ove Mattsson, Chairman of the Board, about the outcome from the board of directors' yearly evaluation of the work undertaken by the board during the year. The board meeting attendance has been high amongst the board members and it is the Nomination Committee's understanding that the work within the board is functioning well.

By reason of Anders Rydin, Axel Broms and Annika Espander not being available for re-election, the Nomination Committee concluded to investigate whether to assign three new board members. The Nomination Committee has thoroughly discussed whether to propose a decrease of the number of board members or not. It was then concluded that a decrease of the number of board members would be preferable when taking into consideration the size and scope of Biotage's business after the divestment of the business area Biosystems. Furthermore it was concluded that the efficacy within the board is believed to increase even further with fewer board members.

The Nomination Committee has concluded to propose that the board fee shall remain at the same level as determined at the 2008 AGM, taking into consideration the current difficult market climate. The aggregate board fee will decrease though, since fewer board members are being proposed for election.

The board members that have been proposed for re-election have all declared that they are available. The Nomination Committee believes that the proposed constitution of the board is appropriate to meet the challenges of the company business, considering the art of the business, current business environment and other relevant conditions.

The Nomination Committee has to conclude that the Company this year has not been able to live up to the Swedish Code of Corporate Governance request for an equal gender distribution on the board. In this context the Nomination Committee has concluded that it is very important to strive for continuity within the board, in particular when the number of board members decreases from nine to six. It will however still be high on the agenda to strive for an equal gender distribution on the board.

By reason of the above the Nomination Committee proposes re-election of the following board members: Ove Mattsson, Staffan Lindstrand, Thomas Eklund, Bengt Samuelsson, Mathias Uhlén and Per-Olof Eriksson. Ove Mattsson is proposed as chairman of the board. All of the proposed board members are considered to be independent of the company and its executive management. All of the proposed board members, with the exception of Staffan Lindstrand and Per-Olof Eriksson, are being considered to be independent of the company's major shareholders, taking into consideration and in relation to the listing requirement of NASDAQ OMX Nordic Exchange Stockholm and the requirements of the Swedish Code of Corporate Governance for the board members independence.

The Nomination Committee of Biotage will present the following proposals at the company's Annual General Meeting:

***The Nomination Committee's proposal regarding chairman at the Annual General Meeting***

The Nomination Committee proposes that Ove Mattsson shall chair the meeting.

***The Nomination Committee's proposal regarding number of board members and deputy board members***

The Nomination Committee proposes six board members and no deputy board members.

### ***The Nomination Committee's proposal regarding fees to the board***

The Nomination Committee proposes that the individual fees are kept on the same level as during 2008.

The Nomination Committee proposes a fixed board fee in the aggregate amount of SEK 1,025,000 for the period up and until the end of the 2010 Annual General Meeting, to be distributed as follows, SEK 400,000 to the chairman and SEK 125,000 to the other board members.

In addition hereto the Nomination Committee proposes that the chairman of the audit committee shall receive SEK 50,000 and SEK 25,000 each to the other two members of the audit committee.

### ***The Nomination Committee's proposal regarding fees to the auditor***

The Nomination Committee proposes that fees payable to the auditors for the period up to and including the annual general meeting 2010 shall, as before, shall be paid against approved account.

### ***The Nomination Committee's proposal regarding board members***

The Nomination Committee proposes that Ove Mattsson, Staffan Lindstrand, Thomas Eklund, Bengt Samuelsson, Mathias Uhlén and Per-Olof Eriksson, shall be re-elected as board members.

Information about each of the proposed board members is found below.

#### **Ove Mattsson**

Born: 1940.

Education: Ph.D., Docent Organic Chemistry.

Number of years as Biotage board member: 6 years, elected 2003, member of compensation and audit committee.

Other assignments: Chairman of the board in Aromatic AB and AB Geveko. Board member in Arctic Island Ltd, Fabryo Corporation SRL, Tikkurila Oy and Mydata Automation AB. Member of Kungliga IngenjörsvetenskapsAkademien, IVA.

Shares in Biotage, own and related parties: 158,531 shares

Principal prior experiences: Former president of Nobel Industrier AB, COO for Akzo Nobel Coatings and member of Akzo Nobels executive management (Board of management).

Independence: Taking into consideration and in relation to the listing requirement of NASDAQ OMX Nordic Exchange Stockholm and the requirements of the Swedish Code of Corporate Governance for the board members independence it is the Nomination Committee's opinion that Ove Mattsson is independent in relation to the company, the executive management and major shareholders of the company.

#### **Staffan Lindstrand**

Born: 1962.

Education: M.Sc. Royal Institute of Technology, Stockholm

Number of years as Biotage board member: 6 years, elected 2003, member of the compensation committee.

Other assignments: Board member of HealthCap AB, Aerocrine AB, NeuroNova AB, Orexo AB, OxThera AB, 20/10 Perfect Vision AG and XCounter AB.

Shares in Biotage, own and related parties: 1,358 shares

Principal prior experiences: Partner of HealthCap.

Independence: Taking into consideration and in relation to the listing requirement of NASDAQ OMX Nordic Exchange Stockholm and the requirements of the Swedish Code of Corporate Governance for the board members independence it is the Nomination Committee's opinion that Staffan Lindstrand is independent in relation to the company and the executive management but not in relation to major shareholders of the company.

#### Thomas Eklund

Born: 1967

Education: MBA Stockholm School of Economics

Number of years as Biotage board member: 3 years, elected 2006, member of the audit committee.

Other assignments: Chairman of the board in Keybroker AB. Board member of Carmel Pharma AB, Swedish Orphan International AB, Neoventa Medical AB, Memira AB and CMA Microdialys AB.

Shares in Biotage, own and related parties: 22,000 shares.

Principal prior experiences: Managing Director, Investor Growth Capital.

Independence: Taking into consideration and in relation to the listing requirement of NASDAQ OMX Nordic Exchange Stockholm and the requirements of the Swedish Code of Corporate Governance for the board members independence it is the Nomination Committee's opinion that Thomas Eklund is independent in relation to the company, the executive management and major shareholders of the company.

#### Bengt Samuelsson

Born: 1934.

Education: M.D., Ph.D.

Number of years as Biotage board member: 9 years, elected 2000.

Other assignments: Member of the Royal Swedish Academy of Science, American Academy of Sciences, French Academy of Sciences, Royal Society London, Royal National Academy of Medicine Spain och Institute of Medicine USA. Board member of NicOx SA, Cardoz AB, Orexo AB and LTB4 Sweden AB. Advisor to Odlander, Fredrikson & Co AB.

Shares in Biotage, own and related parties: 110,000 shares.

Principal prior experiences: Professor of Physiological Chemistry at the Karolinska Institute in Stockholm.

Independence: Taking into consideration and in relation to the listing requirement of NASDAQ OMX Nordic Exchange Stockholm and the requirements of the Swedish Code of Corporate Governance for the board members independence it is the Nomination Committee's opinion that Bengt Samuelsson is independent in relation

to the company, the executive management and major shareholders of the company.

#### Mathias Uhlén

Born: 1954.

Education: Ph.D.

Number of years as Biotage board member: 12 years, elected 1997.

Other assignments: Chairman of the board in Atlas Antibodies AB. Board member of Skanditek AB, Nordiag AS, Novozymes AS, Affibody AB, KTH Holding AB and SweTree Technologies AB. Advisor to Odlander, Fredrikson & Co AB. Member of Kungliga Vetenskapsakademien and Kungliga IngenjörsvetenskapsAkademien, IVA.

Shares in Biotage, own and related parties: 3,000,751 shares.

Principal prior experiences: Professor of Microbiology at the Royal Institute of Technology, Stockholm.

Independence: Taking into consideration and in relation to the listing requirement of NASDAQ OMX Nordic Exchange Stockholm and the requirements of the Swedish Code of Corporate Governance for the board members independence it is the Nomination Committee's opinion that Mathias Uhlén is independent in relation to the company, the executive management and major shareholders of the company.

#### Per-Olof Eriksson

Born: 1938.

Education: M.Sc. Royal Institute of Technology, Stockholm

Number of years as Biotage board member: 2 years, elected 2007.

Other assignments: Chairman of the board in Callans Trä AB, Cross Country Systems AB and Odlander, Fredriksson & Co AB. Board member of Investment AB Öresund, Kamstrup-Senea AB and Södersjukhuset AB. Member of Kungliga IngenjörsvetenskapsAkademien, IVA.

Shares in Biotage, own and related parties: 10,000 shares.

Principal prior experiences: CEO and President of Seco Tools AB and Sandvik AB.

Independence: Taking into consideration and in relation to the listing requirement of NASDAQ OMX Nordic Exchange Stockholm and the requirements of the Swedish Code of Corporate Governance for the board members independence it is the Nomination Committee's opinion that Per-Olof Eriksson is independent in relation to the company and the executive management but not in relation to major shareholders of the company.