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## **Nomination Committee Proposal for Biotage AB's AGM 2014**

### **Background**

The Company's shareholders resolved at the Annual General Meeting held on 25 April 2013 that the Company forthwith shall have a Nomination Committee.

The Annual General Meeting 2013 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) three major shareholders of the Company as per September 1, 2013, another three members. The names of such members should be published no later than six months before the Annual General Meeting 2014. 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:

Jesper Bonnivier, Länsförsäkringar Fonder, Chairman of the Nomination Committee

Anders Walldov, Brohuvudet AB and private

Tommy Jacobson, Varenne AB

Ove Mattsson, Chairman of the Board

The Nomination Committee shall, before the Annual General Meeting 2014, prepare proposals for the election of Auditors, 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 continuous meetings and ongoing telephone 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**

Following interviews of board members the Nomination Committee has come to the conclusion that the number of board members is adequate for an efficient board. By reason thereof, the Nomination Committee will not propose any changes to the number of board members.

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.

The Nomination Committee has discussed the importance of striving for an equal number of men and women in the board and the Nomination Committee is of the opinion that the number of female board members shall increase when the composition of the board is changed.

The Nomination Committee has reviewed the Board Evaluation Report for the past year. The evaluation of the present board of directors has also included an oral report by Ove Mattsson, Chairman of the Board, about 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.

All of the current board members have been proposed for re-election and they have all declared that they are available. By reason of the above the Nomination Committee proposes re-election of the following board members: Ove Mattsson, Anders Walldov, Nils Olof Björk, Thomas Eklund, Peter Ehrenheim and Karolina Lawitz.

Ove Mattsson is proposed as chairman of the board.

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 concluded to propose that the board fee shall remain at the same level as determined at the 2013 AGM.

All proposed Board members are considered independent of the Company and its management. All proposed Board members, with the exception of Ove Mattsson and Anders Walldov, are considered independent of the Company's major shareholders, as defined in the Swedish Code.

With the assistance of the Audit Committee, the Nomination Committee has evaluated the services from the current supplier. The conclusions of the Nomination Committee is that they see no reason to change supplier of auditing services at this time and will propose to the AGM that the auditing firm Deloitte AB with Marcus Sörlander as Auditor in Charge is re-elected. The appointment is for one year.

The Nomination Committee has not received any proposals from the shareholders. Hence, 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 a fixed board fee in the aggregate amount of SEK 1,220,000 for the period up and until the end of the 2015 Annual General Meeting, to be distributed as follows, SEK 420,000 to the chairman and SEK 160,000 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 2014 shall, as before, shall be paid against approved account.

### ***The Nomination Committee's proposal regarding election of Auditors***

The Nomination Committee proposes that the accounting firm Deloitte AB shall be elected as the company's auditors with Marcus Sörlander as Auditor in Charge.

### ***The Nomination Committee's proposal regarding election of Board members***

The Nomination Committee proposes that Ove Mattsson, Thomas Eklund, Karolina Lawitz, Nils Olof Björk, Peter Ehrenheim and Anders Walldov, shall be re-elected as board members. Information about each of the proposed board members is found below:

#### *Ove Mattsson*

Chairman of the Board

Education: PhD, associate professor in organic chemistry.

B. 1940.

Occupation: Management Consultant.

Other assignments: Chairman of the Board of Fabryo Corporation SRL, Nico AB, Nico Real Estate AB and Nico Export AB. Board member of Ecolean AB and Member of the Royal Swedish Academy of Engineering Sciences.

Length of Board service: 11 years.

Shares: 8,532,656 via foreign endowment insurances.

#### *Karolina Lawitz*

Board member

Education: M.Sc. Royal Institute of Technology, MBA University of Uppsala.

B. 1956.

Occupation: Consultant.

Other assignments: -.

Length of Board service: 2 year.

Shares: 3,000.

#### *Thomas Eklund*

Board member

Education: MBA Stockholm School of Economics.

B. 1967.

Occupation: Managing Director, Investor Growth Capital.

Other assignments: Board member of Neoventa Medical AB, Memira AB, Rodebjer Form AB, Global Health Partners AB och Aerocrine AB.

Length of Board service: 8 years.

Shares: 467,004 shares including shares owned through pension and endowment insurances.

*Anders Walldov*

Board member

Education: B.Sc. (Econ) HHS in Lund, AMP Harvard Business School.

B. 1949.

Occupation: Investor.

Other assignments: Chairman of the Board of SevenDay Finans AB and Wellnet AB.

Board member of Brohuvudet AB.

Length of Board service: 4 years.

Shares: 9,000,000 directly and through wholly-owned company.

*Peter Ehrenheim*

Board member

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

B. 1955

Occupation: CEO and Chairman of Robustus Wear Components AB.

Other assignments: Chairman of the Board of Biolin Scientific Holding AB and Denator AB. Board member of Meda AB.

Length of Board service: 1 year.

Shares: -.