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## **The board of directors' of Biotage AB (publ) proposal for a resolution on guidelines for compensation for the executive management**

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The company shall strive to offer members of the executive management of the company a compensation that is adjusted to the conditions of the market. The Compensation Committee shall prepare and present such compensation proposals to the Board of Directors for resolution. In the compensation proposals the importance of the work, competence, experience and performance shall be taken into account. The compensation may consist of: fixed yearly income, variable income, pension benefits, discretionary bonus arrangements and severance pay. The Board of Directors may for certain special purposes, if it is motivated by special circumstances, choose to deviate from the guidelines.

*CEO* – The company's CEO has an annual fixed yearly income in the amount of SEK 2,500,000. According to his current employment agreement, the company pays pension provisions amounting to 30 per cent of the fixed yearly income. In addition to the fixed yearly income, the CEO may receive a variable income that is maximized to SEK 2,500,000. The variable part of the income is based on that the company reaches certain predetermined results.

The CEO has an undertaking to acquire shares in the company at an aggregate amount of not less than SEK 5,000,000. The company will reimburse the CEO with an annual amount corresponding with 10 per cent of the acquisition value for shares acquired by the CEO within the interval of SEK 5,000,000 – SEK 8,000,000.

The CEO receives an annual reimbursement in the amount of SEK 100,000 for costs for travel and increased costs for accommodation.

*Other members of the executive management* – This group of people currently consists of five persons that report directly to the CEO. All members of the executive management shall have a market adjusted fixed yearly income and a variable income not exceeding 30 per cent of the fixed yearly income. 75 % of the variable salary is dependent on the company achieving certain predetermined results. The remaining 25 % of the variable salary is base upon personal performance. Pension provisions may not exceed 30 per cent of the fixed yearly income.

Any new member of the executive management is expected to receive compensation terms equivalent to those described herein.

*Discretionary bonus* – The Board of Directors has the possibility to resolve that an additional discretionary bonus shall be paid to the members of the executive management, including the CEO. The conditions for payment of the discretionary bonus shall be of extraordinary character.

*Conditions for variable income and performance criteria* – The Board of Directors may at its own discretion determine the conditions for payment of variable income.

*Severance pay* – Dismissal pay and severance pay for a member of the executive management may not in total exceed an amount equivalent to two fixed yearly salaries.

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Uppsala March 2010

**Biotage AB (publ)**

*The Board of Directors*