



Oasmia Pharmaceutical AB (Publ)

Documents for the Annual General Meeting on May 28, 2015 at 14.00



Agenda

1. Opening of the general meeting
2. Election of chairman of the general meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination as to whether the meeting has been duly convened
7. Election of Board of Directors
8. Resolution on authorization for the board of directors to issue shares, warrants and/or convertible instruments
9. Closing of the general meeting



Complete proposals for resolutions

The nomination committee proposes as follows

Election of Chairman of the Meeting (Item 2)

The nomination committee proposes Mikael Smedeby as Chairman of the meeting.

Election of Board of Directors (Item 7)

The nomination committee proposes that the board should consist of the following members: Julian Aleksov, Bo Cederstrand, Alexander Kotsinas, Horst Domdey, Hans Sundin and Hans Liljeblad. Julian Aleksov is proposed as the chairman of the board of directors.



The Board's proposal

Resolution on authorization for the board of directors to issue shares, warrants and/or convertible instruments (Item 8)

The board of directors proposes that the general meeting of shareholders resolves to authorize the board of directors to, on one or several occasions for the period up to the next annual general meeting of shareholders, resolve on an issue of shares, warrants and/or convertible instruments. The board of directors shall be authorized to adopt decisions on an issue of shares, warrants and/or convertible instruments with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act. The new shares, warrants and/or convertible instruments shall, in the event of a deviation from the shareholders' pre-emption rights, be issued at a subscription price which connects to the stock price at the time of the issue, decreased by a market rate discount that the board of directors deems necessary (if any).

The reason that the board of directors shall be authorized to resolve on an issue with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above is that the Company shall be able to issue shares, warrants and/or convertible instruments in connection with acquisitions of companies or businesses and to carry-out directed issues in order to raise capital or broaden the ownership of the Company. The board of directors shall however not be entitled to make resolutions which entail that the share capital is increased with more than SEK 1,500,000 (in addition to the increase in share capital which may arise due to a previous authorization which also is valid up to the next annual meeting of shareholders).

It is also proposed that the board, or any person appointed by the board, is authorized to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office or Euroclear Sweden AB.



Reasoned opinion regarding proposal to the Board in Oasmia Pharmaceutical AB (publ) at the extraordinary general meeting held May 28, 2015

In accordance with the principles stated by the 2014 Annual General Meeting, a nomination committee was appointed to prepare proposal the proposal for the 2015 Annual General Meeting. The nomination committee has the following composition:

- Joel Citron
- Bo Cederstrand
- Alexander Kotsinas

The nomination committee's proposal for the Board of Directors

- The nomination committee proposes: That the Board shall consist of Julian Aleksov, Bo Cederstrand, Alexander Kotsinas, Horst Domdey, Hans Sundin och Hans Liljeblad.
- That Julian Aleksov is elected as Executive Chairman of the Board

Reasoned opinion

The nomination committee in Oasmia Pharmaceutical AB (publ) motivates its proposal for the Board as follows:

As Joel Citron has informed that he, in connection with the extraordinary general meeting held May 28, 2015, will resign from his position as chairman of the board the nomination committee proposes Julian Aleksov as Executive Chairman. Julian Aleksov has been a member of the Board and the CEO of Oasmia since the company was founded 15 years ago. He has exceptional knowledge about the company and it is a natural step for him to become an Executive Chairman whereas he can focus on long term strategy, business development and the financing of the company as well as supporting the new CEO.

Furthermore Hans Liljeblad is proposed as a new member of the board. Hans is a partner of and works as a lawyer at KLA Advokatbyrå and is specialized in capital market and security law, banking and finance and mergers and acquisitions. On top of that he has extensive experience in negotiation and agreements. Hans knowledge and experience will be a great asset for the boards work and the company's continued development.

The nomination committee considers that the proposed Board has the appropriate experience, competence and width with consideration of the business activities, development stage and other conditions of Oasmia Pharmaceutical AB. Furthermore, the nomination committee wants to emphasize that it actively works to find a female candidate to supplement the Boards composition.

Furthermore, the nomination committee also considers that the proposal for the Board meets the requirements imposed on the Board of Directors in a listed company, such as the requirements in the Swedish Code of Corporate Governance and the NASDAQ OMX Stockholm requirements for independent members.



Additional information about the nomination committee proposal for board members

Following is a brief statement of the proposed Director's background, experience, etc.

Julian Aleksov (re-election)

Born in 1965. Member since 1999. CEO of Oasmia and one of the founders of the company. Has extensive experience of coordination of research projects, strategic development in bio-organic chemistry and strategic development of global intangible assets. Also Chairman of the Board in Oasmia Animal Health AB and Oasmia Global Supplies AB. Julian Aleksov is dependent in regards to major shareholders, the company and the company management. Shareholding: 149 796

Hans Liljeblad

Born in 1957. Took his master of law 1985 at University of Stockholm. He formed KLA Karlerö Liljeblad Advokatbyrå 2004 where he is a partner and has worked as a lawyer since the start. Hans is, among other areas, specialized in capital market and security law, banking and finance, merger and acquisitions and has extensive experience in negotiations and agreements. Hans Liljeblad is independent in regards to major shareholders, the company and the company management. Shareholding: -



PROXY

Signed shareholder in Oasmia Pharmaceutical AB (publ) ("Oasmia"), hereby authorize

Name of Agent

Phone number, day

Postal adress

ZIP code and city

to represent and vote for the complete number of shares owned by the shareholder at the Oasmia Annual General Meeting held on May 28, 2015 and also utilize all therein concerned powers at the Annual General Meeting

City and date

Shareholder's signature/authorized signatories

Shareholder

Clarification of name

Shareholder's personal number or organization number

Phone number, day

Shareholders who wishes to utilized agents for voting at the Meeting must issue a signed proxy as stated above. The proxy must be brought in original to the Meeting or be sent to Oasmia Pharmaceutical AB before the Meeting.