



Oasmia Pharmaceutical AB (Publ)

Documents for the Annual General Meeting on Sept 30
2013 at 14.00



Agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two verifiers
6. Determination as to whether the Meeting has been properly convened.
7. Speech by the Chief Executive Officer
8. Presentation of the Annual Report and the Consolidated Accounts as well as the Audit Report and the Audit Report for the Group
9. Resolution on
 - a) adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet
 - b) dispositions in respect of the company's profit/loss pursuant to the adopted Balance Sheet
 - c) discharge from liability of the Board members and the Chief Executive Officer
10. Determination of the number of Board members
11. Determination of fee to the Board of Directors and the Auditors
12. Election of Board of Directors, Chairman of the Board of Directors and auditors
13. Decision on the nomination committee prior to the 2013 Annual General Meeting
14. The Board's proposal for resolution on remuneration guidelines for the Chief Executive Officer and other persons in the company management
15. The Board's proposal for decision to issue of warrants to the Board of Directors and the Management
16. Authorization of repurchase and transfer the company's own shares
17. Authorization of a share issue
18. Closing of the Meeting



Complete proposals for resolutions

The nomination committee proposes as follows

Election of Chairman of the Meeting (Item 2)

The nomination committee proposes that the Chairman of the Board Joel Citron is elects chairman of the Meeting.

Determination of the number of Directors (Item 10)

The nomination committee proposes that the Board of Directors in Oasmia Pharmaceutical AB shall consist of six members and no deputies.

Determination of fee to the Board of Directors and the Auditors (Item 11)

The nomination committee proposes that a Board member who is not established in the company shall receive payment of SEK 150 000 per year. The Chairman of the Board shall receive payment of SEK 175 000. The Board fee may, following a special agreement with Oasmia Pharmaceutical AB, be invoiced by the company that is wholly-owned by the member. If this takes place, the invoiced fee shall be increased by an amount corresponding to social charges and VAT. Payment shall be made to the auditors according to the bill.

Election of Board of Directors, Chairman of the Board of Directors and auditors (Item 12)

The nomination committee proposes re-election of Joel Citron, Martin Nicklasson, Jan Lundberg, Horst Domdey, Bo Cederstrand and Julian Aleksov. Joel Citron proposes as Chairman of the Board of Directors. Election of Ernst & Young AB, with principal auditor Björn Ohlsson.

Decision on the nomination committee prior to the 2013 Annual General Meeting (Item 13)

The nomination committee proposes a nomination committee process prior to the 2014 Annual General Meeting shall be appointed as follows. One member shall represent the largest shareholders. One member shall be independent from the largest shareholders and independent from the company management and the Board of Directors. One member shall be the Chairman of the Board of Directors (convener). The nomination committee's mandate period shall last until a new nomination committee has been appointed. If a member leaves the nomination committee before the assignment has been completed, other members shall appoint a replacement.



The Board's proposal

Proposal for resolution on the dispositions in respect of the company's profit/loss pursuant to the adopted Balance Sheet (Item 9 b)

The Board proposes that the Annual General Meeting 2013 makes the resolution that no dividends shall be paid and that share premium reserve SEK 573 438 611, accumulated losses SEK -194 851 017 and income for the year SEK -72 403 512, in total SEK 306 184 028 will be carried forward.

Proposal for resolution on remuneration guidelines for the President and other persons in the company management (Item 14)

The Board of Directors proposes the following guidelines that are intended to apply as of the 2013 Annual General Meeting until the 2014 Annual General Meeting

Pay and other benefits

Remuneration to the President and other people in the company management shall consist of fixed salary. The President shall also be entitled to private health insurance and pension allocations.

Period of notice and severance pay

In the event of termination on the part of the company, the period of notice for the President shall be no more than 24 months. In the event of termination on the part of the President, the period of notice shall be no more than six months. For other people in the company management, the period of notice shall normally be six months if the termination is on the initiative of the company, and three months if the termination is on the initiative of the post holder. No special severance pay shall be paid.

Incentive program

A decision regarding any shares and share price-related incentive program aimed at people in the company management shall be made by the General Meeting.

Policy

The more detailed principles for salary payment for the President and other people in the company management shall be found in a policy established by the Board.

Deviation in individual cases



The Board shall be entitled to deviate from these guidelines if there are special grounds in an individual case. If such a deviation is made, information on this and the reason for the deviation shall be reported at the next Annual General Meeting.

The Board's suggest a proposal for decision to issue of warrants to the Board of Directors and the Management (Item 15)

The Board of Directors suggests that the annual general meeting decides to issue 1 050 000 warrants in accordance with the conditions set forth below:

1. Entitled to subscribe are, in derogation of the shareholders preferential rights, Oasmia Animal Health AB which has the right, and obligation, to, after subscription, sell the warrants to the Board of Directors and management. The Board of Directors consists of six members whom can each buy 100 000 warrants and the management consists of nine members whom can each buy up to 50 000 warrants. The transfer shall be made to market rates based on the Black & Scholes-model.
2. The reason for the derogation from the shareholders preferential rights are that the company wants the Board of Directors and the management to benefit from the increase in value of the company that they contribute with through their work.
3. Subscription for the warrants shall be made not later than October 3, 2013.
4. The warrants will be issued to Oasmia Animal Health AB free of charge.
5. Each warrant is a right to the holder to subscribe for one newly issued share in the Company for a price of 17,10 SEK.
6. Subscription of shares with warrants shall be made in accordance with the terms of the warrant during the period January 1, 2014 until August 15, 2014.
7. The warrants will, if fully subscribed for, increase the share capital with 105 000 SEK. Such an increase is equivalent to a dilution of 1,28 % of both the shares and the voting rights in the company.
8. The newly issued shares will entitle to dividend from the fiscal year 2014/2015.
9. The warrants shall otherwise be subject to the terms and conditions set forth in Appendix A.
10. Shares added due to subscription of warrants shall be subject to VPC registration in accordance with the Articles of Association.

The Board's proposal for the authorization of repurchase and transfer the company's own shares (Item 16)



The Board of Directors proposes that the Meeting authorizes the Board of Directors to resolve to repurchase, on one or several occasions prior to the next annual general meeting, as many shares as may be purchased without the company's holding at any time does not exceed 10 per cent of the total number of shares in the company. The shares shall be purchased on NASDAQ OMX Stockholm and only at a price within the price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price.

The Board of Directors also proposes that the Board of Directors shall be authorized to resolve, on one or several occasions during the period until the next annual general meeting, to transfer all shares held by the company, via NASDAQ OMX Stockholm or in connection with the acquisition of companies, businesses or parts thereof on market terms, however, not to a price lower than current stock market value. Transfer of shares on the NASDAQ OMX Stockholm may at a price within the price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price.

The purpose of the proposed authorizations is to provide flexibility as regards the company's possibilities to distribute capital to its shareholders and to promote more efficient capital usage in the company.

The Board's proposal for the authorization of issue of shares, warrants and convertibles (Item 17)

The Board proposes the General Meeting to authorize the Board on one or more occasions during the period until the next Annual General Meeting, with or without deviation from the shareholders' preferential right, to make a decision regarding a new share issue on cash payment and/or with a provision regarding in kind or offset or otherwise with terms in accordance with Chap. 13, Sect. 7 of the Companies Act, an issue of warrants on cash payment and/or with a provision regarding in kind or offset or otherwise with terms in accordance with Chap 14 Sect. 5 of the Companies Act, and also an issue of convertibles on cash payment and/or with a provision regarding in kind or offset or otherwise with terms in accordance with Chap. 15, Sect. 5 of the Companies Act. In the event of a deviation from the preferential right, the new shares and convertibles shall be issued at an amount that concurs with the share price at the time of implementing the new share issue, after a deduction of any market-related discount that the Board deems to be required.

The reason for the authorization is to facilitate the procurement of operating capital. The reason for deviating from the shareholders' preferential right is to broaden the ownership group. The total number of shares that it shall be possible to issue with the support of the authorization must not exceed 16 000 000. The total number of convertibles that it shall be possible to issue with the support of the authorization must not exceed more convertibles than entitle conversion to 16 000 000 shares. It is also proposed that the Board or the party



the Board appoints for the task shall have the right to make the minor changes that may be brought about by the registration thereof with the Swedish Companies Registration Office or Euroclear Sweden AB.



Reasoned opinion regarding proposals to the Board in Oasmia Pharmaceutical AB at the 2013 Annual General Meeting

Reasoned opinion regarding proposals to the Board in Oasmia Pharmaceutical AB at the 2013 Annual General Meeting

In accordance with the principles stated by the 2012 Annual General Meeting, a nomination committee was appointed to prepare proposals for the 2013 Annual General Meeting. The nomination committee had the following composition:

- Joel Citron
- Bo Cederstrand
- Christer Ericson

The nomination committee's proposal for the Board of Directors

The nomination committee proposes:

- That the Board shall consist of six members, without deputies.
- Re-election of Joel Citron, Martin Nicklasson, Jan Lundberg, Horst Domdey, Bo Cederstrand and Julian Aleksov
- That Joel Citron is elected Chairman of the Board.

Reasoned opinion

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

The nomination committee has among other things, been presented with an evaluation performed by the Chairman of the Board and has received a positive view of how the work of the Board has been performed in the year. The nomination committee considers that the proposed Board has the required experience, competence and scope with consideration of the business activities, development stage and other conditions of Oasmia Pharmaceutical AB.

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

Further information about the nomination committee proposal for Members of the Board

A short presentation of the proposed Members of the Board's background, experience, etc follows below.

Joel Citron (re-election)



Born in 1962. Chairman since autumn 2011. CEO of New York based Tenth Avenue Holdings. Chairman of the Board in Oxigene Inc 2002-2009. CEO of Jovian Holdings 2002-2008. Vice Chairman and CEO for Mastec Inc 1998-2001. Prior 16 years in various leading positions in investment companies and operational companies in Europe and USA. Has a MA in Political Economics and a BA in Business from University of Southern California. Joel Citron is independent in regards to major shareholders, the company and the company management.
Shareholding: -

Martin Nicklasson (re-election)

Born 1955. Member since autumn 2011. Chairman of the Board in Orexo AB and Farma Holding AS and Member of the Board in Pozen Inc, Biocrine and Denator AB among others. CEO of Swedish Orphan Biovitrum 2007-2010. Different leading positions in Astra/AstraZeneca 1991-2007. Most recently responsible for global marketing and business development in AstraZeneca and CEO of AstraZeneca Sweden AB. Became CEO of Astra Hässle AB in 1996. Between 1989-1991 responsible for research and development in KABI. Is a pharmacist and holds a PhD in Pharmacy since 1982. Is an associate professor at Uppsala University Faculty of Pharmacy since 1985. Martin Nicklasson is independent in regards to major shareholders, the company and the company management.
Shareholding: -

Jan Lundberg (re-election)

Born in 1946. Member since autumn 2011. Has extensive experience of business activities, currently from the wholly owned company Rekonstructa AB, which includes property holding and management, share trading, partnership in companies and other assignments from external customers. Has performed business activities himself since 1985. Was employed within Salén & Wicander AB between 1972-1985. Became CEO 1977. Holds an Master of Engineering degree in mechanics and industrial economy and organization from the Royal Institute of Technology in Stockholm. Jan Lundberg is independent in regards to major shareholders, the company and the company management.
Shareholding: 76 426 through company

Horst Domdey (re-election)

Born in 1951. Member since autumn 2011. Has extensive experience in biochemistry and molecular biology. CEO and President for Bio-M AG and Bio-M GmbH and Chairman for Munich Biotech Cluster. Co-founder of MediGene AG and Switch Biotech AG. Has held a number of positions at Max Planck Institut für Biochemie, the Swiss Institute for Experimental Cancer Research (ISREC), University of California and California Institute of Technology. Has also been Associate Professor in Biochemistry at Ludwig Maximilians Universität München. Horst Domdey is independent in regards to major shareholders, the company and the company management.
Shareholding: -

Bo Cederstrand (re-election)

Born in 1939. Member since 2000 and one of the founders of the company. Chairman 200-2011. About 40 years' experience as CEO and partner in a number of small and medium sized



companies, mostly within trade. Has extensive experience of international business and production. Has been very active in trade associations. Is deputy of the Board in Fruges AB and previously Member of the Board in Arken stores. Bo Cederstrand is dependent in regards to major shareholders, the company and the company management.
Shareholding: 126 000¹

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 Chariman 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 796²

¹ Concerns private ownership. In addition to the private ownership Bo Cederstrand also has indirect shareholding through Alceco International S.A. which owns 34 477 272 shares.

² Avser privat ägande. Utöver det privata ägandet har Julian Aleksov även ett indirekt innehav i Bolaget genom Alceco International S.A. som äger 34 477 272 aktier.



PROXY

Signed shareholder in Oasmia Pharmaceutical AB (publ) ("Oasmai"), 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 September 30 2013 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.