



Oasmia Pharmaceutical AB (publ)

Documents for the Annual General Meeting on September 26, 2016 at 15.00



Proposed 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 or loss pursuant to the adopted Balance Sheet
 - c. discharge from liability of the Directors and the Chief Executive Officer
10. Determination of the number of Directors
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 2017 Annual General Meeting
14. Decision on remuneration guidelines for senior executive management
15. Decision on authorization of repurchase and transfer the company's own shares
16. Decision on authorization for the Board to propose new issue of share, warrants and convertibles
17. 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 Erik Nerep is elected 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 (publ) shall consist of six members without deputies.

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

Board members who are not employed by the Company shall receive remuneration of SEK 150 000 per year. The Chairman of the Board shall receive remuneration of SEK 175 000. The Board remuneration may, following a specific agreement with Oasmia Pharmaceutical AB, be invoiced by a company that is wholly-owned by the board member. If this occurs, the invoiced remuneration shall be increased by an amount corresponding to social charges and VAT. Julian Aleksov has informed that he renounce his remuneration until the next annual general meeting. The auditors shall be remunerated according to invoice.

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

Re-election of Julian Aleksov, Horst Domdey, Bo Cederstrand Alexander Kotsinas, Lars Bergkvist and Hans Sundin. Julian Aleksov is proposed as Executive Chairman of the Board of Directors. Ernst & Young AB is proposed as auditing company, with Fredrik Norman as principal auditor.

Decision on the nomination committee prior to the 2016 Annual General Meeting (Item 13)

The nomination committee proposes the following criteria for the nomination committee process prior to the 2017 Annual General Meeting. The nomination committee shall consist of the chairman of the board and two other members appointed by the two largest shareholders in terms of voting rights in Oasmia Pharmaceutical as of September 30, 2016. The committee shall elect its chairman among its members. The chairman of the board may not serve as a chairman of the nomination committee.



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 no dividends shall be paid and that share premium reserve SEK 941,960,675, accumulated losses SEK -489,921,393 and income for the year SEK -141,673,259, in total SEK 310,366,023 will be carried forward.

Proposal for resolution on remuneration guidelines for senior executives (Item 14)

The Board of Directors proposes the following guidelines for remuneration to senior executives that are intended to apply as of the 2016 Annual General Meeting until the 2017 Annual General Meeting. By senior executives is meant the CEO and other members of the management team at Oasmia, as well as members of the Board to the extent they receive remuneration for other work than their Board assignment.

Pay and other benefits

Remuneration to senior executives shall consist of fixed salary, pension allocations and health insurance.

Period of notice and severance pay

In the event of termination on the part of the Company, the period of notice for the CEO shall be no more than 12 months. In the event of termination on the part of the CEO, the period of notice shall be no more than three months. For other people in the Company management, the period of notice shall normally be six months if termination is initiated by the Company, and three months if termination is initiated by the employee. No special severance pay shall be paid.

Incentive program

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

Policy

The more detailed principles for salary payment to the CEO and other members of the Company management shall be documented in a policy established by the Board.

Deviation in individual cases

The Board shall be entitled to deviate from said 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.

Proposal for the authorization of repurchase and transfer the company's own shares (Item 15)



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 exceeds 10 per cent of the total number of shares in the Company. The shares shall be purchased on NASDAQ 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 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 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.

Authorization for the Board to propose new issue of share, warrants and convertibles (Item 16)

The Board of Directors proposes that the General Meeting of Shareholders resolves to authorize the Board of Directors to, on one or several occasions during 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 3 500 000.

It is also proposed that the Board of Directors, 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 and/or Euroclear Sweden AB.



REASONED OPINION REGARDING PROPOSALS TO THE BOARD OF DIRECTORS IN OASMIA PHARMACEUTICAL AB AT THE 2016 ANNUAL GENERAL MEETING

In accordance with the principles adopted by the 2015 Annual General Meeting, a nomination committee was appointed to prepare proposals for the 2016 Annual General Meeting. The Nomination Committee has had the following composition:

- Julian Aleksov
- Bo Cederstrand
- Alexander Kotsinas

The Nomination Committee has held one meeting in which all members participated. At the meeting, the Nomination Committee had prepared and handled issues specified by the Swedish Corporate Governance Code and according to the instruction for the Nomination Committee to be handled by a nomination committee. The Nomination Committee has also had additional contacts by telephone and e-mail during the year. No remuneration has been paid to the members of the Nomination Committee.

The Nomination Committee has presented proposals to the Annual General Meeting and a reasoned opinion regarding its proposal for Board of Directors as follows:

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 Julian Aleksov, Horst Domdey, Bo Cederstrand, Alexander Kotsinas, Lars Bergkvist and Hans Sundin.
- That Julian Aleksov is elected Executive Chairman of the Board.

Reasoned opinion

The Nomination Committee has been provided with an evaluation of the Board of Directors, presented by the Chairman. The board evaluation shows that the Board's current members have high attendance and represent broad competence with solid industrial and financial experience. The Nomination Committee has discussed the requirements regarding competence, experience, gender and background put on the Board in the company and determined that the Board has sufficient competence but lacks gender balance.

The Nomination Committee considers that the proposed Board has the appropriate experience, competence and width considering Oasmia Pharmaceutical AB's business activities, development stage and other conditions. The Board still lacks gender balance which is something that the Nomination Committee wishes to emphasize that it is actively working on.



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, NASDAQ Stockholm's and NASDAQ New York's requirements for independent board members.

The Nomination Committee's proposal for election of auditor

The Nomination Committee proposes re-election of Ernst & Young AB.



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 September 26, 2016 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 wishing to utilize 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.