



# Oasmia Pharmaceutical AB (Publ)

Documents for the Annual General Meeting on September 29 2014 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 2015 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. Authorization of repurchase and transfer the company's own shares
16. Authorization of a share issue
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 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, Horst Domdey, Bo Cederstrand, Alexander Kotsinas and Julian Aleksov, and election of Hans Sundin. 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 2015 Annual General Meeting (Item 13)**

The nomination committee proposes a nomination committee process prior to the 2015 Annual General Meeting shall be appointed as follows. 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, 2014. The committee shall elect its chairman among themselves. 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 the Annual General Meeting makes the resolution that no dividends shall be paid and that share premium reserve SEK 640 924 00, accumulated losses SEK -267 254 582 and income for the year SEK -105 125 616, in total SEK 268 543 802 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 2014 Annual General Meeting until the 2015 Annual General Meeting

#### *Pay and other benefits*

Remuneration to the President and other people in the company management shall consist of fixed salary and pension allocations. The President shall also be entitled to private 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 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 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 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 16)**

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 20 000 000. The total number of warrants that it shall be possible to issue with the support of the authorization must not exceed more warrants than entitles to subscription of 20 000 000 shares. 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 20 000 000 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 2014 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, Horst Domdey, Bo Cederstrand, Alexander Kotsinas and Julian Aleksov.
- Election of Hans Sundin.
- 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. Martin Nicklasson and Jan Lundberg have informed that they will not be available for re-election because of their other commitments. This in combination with Oasmias initiated commercialization causes the nomination committee deems it necessary to strengthen the board. Therefor the nomination committee suggest Hans Sundin as a new member of the board.

Hans has extensive knowledge of the pharmaceutical industry and has for many years been employed by the company. Henceforth will Hans reduce his operational role to focus on the board's long-term work. The nomination committee believes that Hans, with his deep knowledge of both the pharmaceutical industry and the company will strengthen the boards work with Oasmias commercialization and long-term development.

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: -

**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: -

**Alexander Kotsinas (re-election)**

Born in 1967. Member since autumn 2013. Was Vice President and CFO at Q-Med from 2008. Alexander has also served as CFO at Life Europe AB and the mobile provider 3. He has been Vice President at Investor AB and has worked at Ericsson. He has an MSc from the Royal Institute of Technology in Stockholm and a BSc from the Stockholm School of Economics. Currently partner at Nexttobe AB. Shareholding: -

**Hans Sundin (election)**

Born in 1945. Executive Vice President for Oasmia since 2008. 2005-2008 Consultant at Loxia Consulting (his own company) during which time he acted as temporary CEO at Vitamex AB (part of Middlefart Sonesson). 2000-2005 Division Manager at Pharmadule Emtunga. Hans spent the prior 30 years in senior positions in quality control and production management in the pharmaceutical sector, including Pharmacia and Fresenius Kabi. He holds a diploma in





pharmacy from Uppsala University. Hans is independent in regards to major shareholders but dependent in regards to the company and the company management.

Shareholding: 5 000

**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: 126 000<sup>1</sup>

**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: 149 796<sup>2</sup>

---

<sup>1</sup> Concerns private ownership. In addition to the private ownership Bo Cederstrand also has indirect shareholding through Alceco International S.A. which owns 34 227 476 shares.

<sup>2</sup> Concerns private ownership. In addition to the private ownership Julian Aleksov also has indirect shareholding through Alceco International S.A. which owns 34 227 476 shares.



**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 29 2014 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.