

## **The Nomination Committee's proposals for decision at the Annual General Meeting of Oasmia Pharmaceutical AB 9 September 2020**

The Nomination Committee before the Annual General Meeting 2020 consists of Per Arwidsson (Chairman), appointed by Arwidsro Investment AB, Håkan Lagerberg and Anders Härfstrand (Chairman of the Board of Directors of Oasmia Pharmaceutical AB). The Nomination Committee represents approximately 26.62 per cent of the shares and votes in the company. The Nomination Committee proposes the following.

### **Item 2 – Election of chairman of the Annual General Meeting**

The nomination committee proposes that Johan Wigh, member of the Swedish Bar Association, be elected as Chairman of the Annual General Meeting.

### **Item 10 – Resolution on the number of Directors, alternates and auditors**

The nomination committee proposes that the Board of Directors shall be composed of five Directors without alternates. The nomination committee proposes that one auditor be elected.

### **Item 11 – Resolution on Board of Directors' fees and other remuneration to Directors**

The nomination committee proposes that the Board of Directors' fees shall be distributed as follows:

- SEK 500,000 to the Chairman of the Board of Directors and SEK 250,000 to each of the other Directors not employed by the Company; and
- SEK 50,000 to the Chairman of the audit committee and SEK 25,000 to each of the other members of the audit committee and SEK 50,000 to the Chairman of the remuneration committee and SEK 25,000 to each of the other members of the remuneration committee.

### **Item 12 – Resolution on auditors' fee**

The nomination committee proposes that the auditor's fees be paid based on approved invoices.

### **Item 13 – Election of Board of Directors, Chairman of the Board of Directors and, when applicable, alternates**

The nomination committee proposes that Anders Härfstrand, Hege Hellström, Sven Rohmann, Birgit Stattin Norinder and Peter Zonabend be re-elected as Directors of the Board of Directors. All Directors will be elected for the period up to and including the next Annual General Meeting. The nomination committee proposes that Anders Härfstrand be re-elected as Chairman of the Board of Directors.

### **Item 14 – Election of auditor**

The nomination committee proposes, in accordance with the recommendation of the audit committee, that the registered accounting firm KPMG AB be re-elected as auditor of the Company for the period until the conclusion of the next Annual General Meeting. KPMG AB has given notice that, if the nomination committee's proposal for auditor is adopted at the Annual General Meeting, Duane Swanson, authorised public accountant, will be appointed auditor-in-charge of the Company.

### **Item 15 – Resolution on the nomination committee**

The nomination committee proposes that the Annual General Meeting resolves on the nomination committee as follows.

A nomination committee shall be appointed for the period until a new nomination committee has been appointed to prepare and submit proposals for the shareholders at the Annual General Meeting in 2021 concerning:

- chairman of the meeting,
- number of Directors,
- election of Board of Directors and Chairman of the Board of Directors,
- remuneration for Directors,
- election of auditor,
- auditor's fee,
- principles for the establishment of the nomination committee for the subsequent Annual General Meeting, and
- other questions that may be placed on the nomination committee according to the Swedish Corporate Governance Code.

The nomination committee's proposal is to be presented in the notice of the Annual General Meeting and on the Company's website.

The nomination committee shall consist of three members, who shall be appointed as follows:

The Chairman of the Board of Directors shall no later than six months prior to the Annual General Meeting of 2021 contact the two largest shareholders in terms of voting rights, who shall then appoint one representative each to, alongside the Chairman of the Board of Directors, comprise the nomination committee. If any of the two largest shareholders refrain from appointing a representative, the Chairman of the Board of Directors shall invite the third largest shareholder to appoint one representative. The analysis of the ownership shall be based on the list of registered shareholders, kept by Euroclear Sweden AB, as of 30 September, and any other circumstances known to the Chairman of the Board of Directors.

Directors of the Board of Directors may not constitute a majority of the nomination committee. Neither the Chief Executive Officer nor other members of the executive management are to be members of the nomination committee.

If a member resigns from the nomination committee before the nomination committee's assignment is completed, the shareholder who appointed the departing member shall elect a replacement.

If, during the term of office of the nomination committee, one or more shareholders who appointed members of the nomination committee no longer belong to the two largest shareholders in terms of voting rights, members appointed by these shareholders must tender their resignation and shareholder or shareholders added among the two largest shareholders in terms of voting rights shall have the right to appoint members. Unless there are special reasons, no changes shall be made in the composition of the nomination committee if only marginal changes in the number of votes have taken place or if the change occurs later than three months before the Annual General Meeting.

Unless the members of the nomination committee agree otherwise, the member representing the largest shareholder in the vote shall be elected Chairman of the nomination committee. Neither the Chairman of the Board of Directors nor any other Director of the Board of Directors may chair the nomination committee.

Information about the composition of the nomination committee shall be made available on the company's website well ahead of time, but no later than six months before the Annual General Meeting, giving details of how shareholders may come into contact with and submit proposals to the nomination committee. Changes in the composition of the nomination committee are to be published as soon as they have taken place.

No remuneration is paid to members of the nomination committee. However, the nomination committee is entitled to charge the Company with reasonable costs for the execution of the assignment.

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Stockholm in August 2020  
**Nomination Committee of Oasmia Pharmaceutical AB**