



## Notice convening the Annual General Meeting of Oasmia Pharmaceutical AB

The shareholders of Oasmia Pharmaceutical AB (publ), 556332-6676, are invited to participate in the Annual General Meeting to be held on Monday, September 24, 2012 at 2 p.m. at Vallongatan 1, Uppsala, Sweden. The registration will start at 1.30 p.m.

### Registration and notification

Shareholders who wish to participate in the Annual General Meeting must be recorded in the share register kept by Euroclear Sweden AB on Tuesday, September 18, 2012, and give notice of intent to participate to the company not later than 4 p.m. on Thursday, September 20, 2012 by letter to Oasmia Pharmaceutical AB, Vallongatan 1, SE-752 28 Uppsala, Sweden, by fax: +46 18 51 08 73 or by e-mail: info@oasmia.com, including the number of assistants. Shareholders that have their shares registered in the name of a nominee must, in addition to giving notice of participation in the meeting, temporarily be recorded in the share register in their own names (so called voting-rights registration) to be able to participate in the General Meeting. Such registration must be effectuated on Tuesday, September 18, 2012. Shareholders represented by an Agent shall to the Agent issue a written, dated proxy and shall submit the proxy to the company prior to the Annual General Meeting. The proxy and other eventual authorization documents, such as registrations, shall be available at the Meeting. Such authorization documents should also be attached to the notice. For those who wish to be represented by agents, the company will provide proxies which will be available on the company website, [www.oasmia.com](http://www.oasmia.com).

### 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 minutes-checkers.
6. Determination as to whether the Meeting has been properly convened.
7. Presentation of the Annual Report and the Consolidated Accounts as well as the Audit Report and the Audit Report for the Group.
8. Speech by the President
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 Directors and the President.
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 2013 Annual General Meeting.
14. The Board's proposal for resolution on remuneration guidelines for the President and other persons in the company management.
15. The Board's proposal for the authorization of repurchase and transfer the company's own shares
16. The Board's proposal for the authorization of a share issue
17. Any other business arising at the Meeting in accordance with the Companies Act (2005:551) or the articles of association
18. Closing of the Meeting.

### PROPOSALS FOR DECISION

The nomination committee proposes as follows

Item 2 Proposal of Gunnar Mattsson as Chairman of the Meeting. Item 10 Six members. Item 11 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. Item 12 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. Item 13 The nomination committee proposes a nomination committee process prior to the 2013 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 of Directors proposes as follows

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

The Board proposes that the Annual General Meeting 2012 makes the resolution that no dividends shall be paid and that share premium reserve SEK 457 831 705, accumulated losses SEK -129 027 586 and income for the year SEK -65 823 485, in total SEK 262 980 634 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 2012 Annual General Meeting until the 2013 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 programme

A decision regarding any shares and share price-related incentive programme 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 a share issue (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, 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 25 000 000. 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 25 000 000 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.

#### Majority requirements

The Meeting's resolution regarding item 15 and 16 must, in order to be valid, be supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the meeting.

#### Right to information

The Board of Directors and the Chief Executive Officer must, if a shareholder requests it and the Board considers that it can be made without considerable damage to the company, provide information at the Annual General Meeting about conditions which may affect the estimation of the company or of the subsidiaries financial situation to another group company.

#### Documents

The Annual Report and Audit report, proxies and full proposals as stated above that will be put forward to the Meeting will be available at the company website [www.oasmia.com](http://www.oasmia.com) and at Oasmia Pharmaceutical AB, Vallongatan 1, Uppsala, Sweden, phone +46 18 50 54 40, not later than three weeks prior to the Annual General Meeting and will be sent to shareholders upon request.

#### Shares and votes

The company's shares are issued in one series. All shares carrying equal voting rights at the General Meeting. There are in total 57 240 631 shares in the company, accordingly there are in total 57 240 631 votes.

Uppsala August 24<sup>st</sup>, 2012

The Board of Directors