

## **The Nomination Committee's proposal for resolutions at the Annual General Meeting in Oasmia Pharmaceutical AB on 27 May 2021**

The Nomination Committee before the Annual General Meeting 2021 in Oasmia Pharmaceutical AB consists of Per Arwidsson (Chairman), appointed by Arwidssro Investment AB, Håkan Lagerberg, appointed by Mastan AB, and Anders Härfstrand, Chairman of the Board of Directors of Oasmia Pharmaceutical AB. The Nomination Committee proposes the following.

### **Item 1 – Election of Chairman of the Annual General Meeting**

The Nomination Committee proposes that Johan Wigh, or in the event on his absence, the person appointed by the Nomination Committee instead, be elected Chairman of the Annual General Meeting.

### **Item 10 – Resolution on the number of members and deputy members of the Board of Directors**

The Nomination Committee proposes that the number of members of the Board of Directors shall be five without deputies.

### **Item 11 – Resolution on the number of auditors and deputy auditors**

The Nomination Committee proposes that one registered accounting firm be elected as auditor, without deputies.

### **Item 12 – Resolution on fees and other remuneration to the members of the Board of Directors**

The Nomination Committee proposes that the fees to the members of the Board of Directors shall be the following:

- SEK 500,000 to the Chairman of the Board and SEK 250,000 to each of the other Board members elected by the Annual General Meeting who are 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 13 – Resolution on auditors' fees**

The Nomination Committee proposes that the auditor's fees shall be paid as per approved invoice.

### **Item 14 – Election of members of the Board of Directors, Chairman of the Board and deputy members**

The Nomination Committee proposes re-election of the Board members Anders Härfstrand, Hege Hellström, Birgit Stattin Norinder and Peter Zonabend, and new election of Andrea Buscaglia for the period until the end of the next Annual General Meeting. The Nomination Committee proposes that Anders Härfstrand be re-elected Chairman of the Board.

Information on Andrea Buscaglia follows below.

#### **Andrea Buscaglia**

Born: 1964

Other assignments: Chief Financial Officer of Medicines for Malaria Venture (MMV).

Previous experience: Andrea Buscaglia has extensive financial experience from over 30 years working in senior roles in the biopharmaceutical, MedTech, investment banking and accounting

sectors. He was CFO of the medical device and biopharmaceutical companies Endosense (now Abbott Laboratories) from 2009 until 2012 and Nitec Pharma (now Horizon Therapeutics) from 2007 until 2009, and was Vice President Corporate Development at Serono (now Merck KGaA) from 2000 until 2007. Prior to that, he worked for three investment banks, namely S.G Warburg & Co. Ltd. (now UBS), Deutsche Bank and Salomon Smith Barney (Citigroup).

Education: Degree in Business Administration from the University of Bocconi in Milan, Italy and a Diploma in Accountancy from the University of Genoa, Italy.

Holdings of shares or other financial instruments in the company (including holdings of related persons): -

Andrea Buscaglia is independent in relation to the company and its executive management, as well as in relation to major shareholders in the company.

Information on all proposed members is available at the company's website, [www.oasmia.com](http://www.oasmia.com).

#### **Item 15 – Election of auditor**

The Nomination Committee proposes, in accordance with the recommendation of the Remuneration Committee, re-election of the registered accounting firm KPMG AB as the company's auditor for the period until the end of the next Annual General Meeting. KPMG AB has informed that the Authorized Public Accountant Duane Swanson will be appointed auditor in charge, should KPMG AB be elected as auditor.

#### **Item 16 – Resolution on principles for appointing a Nomination Committee and instructions for the Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves to adopt principles for appointing a Nomination Committee prior to the Annual General Meeting in 2022 and instructions for the Nomination Committee's work in accordance with below.

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 2022 concerning:

- Chairman of the meeting,
- number of Board members,
- election of members of the Board of Directors and Chairman of the Board,
- fees to the members of the Board of Directors,
- election of auditor,
- auditors' fee,
- principles for appointing a Nomination Committee prior to the subsequent Annual General Meeting, and
- other questions that may be placed upon the Nomination Committee according to the Swedish Corporate Governance Code.

The Nomination Committee's proposal shall be presented in the notice of the Annual General Meeting and on the company's website. At other general meetings than the Annual General Meeting, the Nomination Committee's proposal shall comprise the election or elections to take place at the general meeting. The Nomination Committee shall otherwise fulfil the tasks that are placed upon a Nomination Committee according to the Swedish Corporate Governance Code.

The Nomination Committee shall consist of three members, who shall be appointed as follows:

The Chairman of the Board shall contact the two largest shareholders in terms of voting rights, who shall then appoint one representative each to, alongside the Chairman of the Board,

comprise the Nomination Committee. If any of the two largest shareholders refrain from appointing a representative, the Chairman of the Board shall invite the shareholder who comes next in size to appoint a representative. The analysis of the ownership shall be based on Euroclear Sweden AB's register of registered shareholders as of 30 September 2021, and any other circumstances known to the Chairman of the Board at this time. In assessing who constitutes the largest shareholders in terms of the number of votes, a group of shareholders shall be considered an owner if they (i) are grouped as owners in Euroclear Sweden AB's register or (ii) published and notified to the company that they have entered into a written agreement to take a long-term stance regarding the company's management by coordinating their exercise of voting rights.

The majority of the Nomination Committee's members shall not be members of the Board of Directors. The majority of the Nomination Committee's members shall be independent in relation to the company and the executive management. Neither the Chief Executive Officer nor other members of the executive management shall be members of the Nomination Committee. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in the company in terms of voting rights or group of shareholders who collaborate regarding the company's management.

The member who represents the largest shareholder in terms of voting rights shall be appointed Chairman of the Nomination Committee, unless the members agree otherwise. The Chairman of the Board or another Board member may not be the Chairman of the Nomination Committee.

Information on the composition of the Nomination Committee shall be provided on the company's website no later than six months prior to the Annual General Meeting, in which information on how shareholders can get in touch with and submit proposals to the Nomination Committee shall be provided.

A shareholder who has appointed a member of the Nomination Committee shall be entitled to appoint a replacing member of the Nomination Committee. In the event a member resigns from the Nomination Committee before the Nomination Committee's assignment is completed, the shareholder who appointed the resigning member shall be entitled to appoint a successor.

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 prior to the Annual General Meeting. 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 April 2021

**The Nomination Committee of Oasmia Pharmaceutical AB**