



PRESS RELEASE

## **The Nomination Committee's proposal to the Annual General Meeting 2016**

**STOCKHOLM, February 18<sup>th</sup>, 2016. Moberg Pharma AB announces that the company's Nomination Committee has decided to present the following proposal to the Annual General Meeting 2016.**

### **The Nomination Committee**

The Nomination Committee comprises of Per-Olof Edin (chairman) representing Östersjöstiftelsen, Katja Bergqvist representing Handelsbanken Fonder, Anders Rodebjer representing Wolco Invest och Mats Pettersson, chairman of the Board of Directors of the company.

### **Chairman of the Annual General Meeting**

The Nomination Committee proposes that Mats Pettersson is elected chairman of the Annual General Meeting of shareholders 2016.

### **Election of Directors and Chairman of the Board and Auditor, and fees payable to such**

The Nomination Committee proposes that the Board of Directors shall consist of six persons and no deputies.

The Nomination Committee proposes re-election of Wenche Rolfsen, Torbjörn Koivisto, Geert Cauwenbergh, Thomas B. Thomsen, Thomas Eklund and Mattias Klintemar as Board Directors. As Mats Pettersson after six years as Chairman of the Board has chosen to resign, the Nomination Committee proposes that the current Board Director Thomas Eklund is appointed as Chairman of the Board.

The Nomination Committee proposes that an aggregate fee of SEK 1,250,000 shall be paid to the Board Directors, of which SEK 340,000 to the Chairman and SEK 170,000 for all Board Directors elected by the Annual General Meeting. In addition, an additional fee of SEK 60,000 shall be paid to the Chairman of the Compensation Committee.

The Nomination Committee proposes re-election of EY as Company Auditors, with Björn Ohlsson as responsible Auditor for a period until the end of the next Annual General Meeting.

The Nomination Committee proposes that fees to the Auditor, for a period until the end of the next Annual General Meeting, are to be paid as per approved invoice.

### **The Nomination Committees proposal for principles establishing the Nomination Committee and its work**

The Nomination Committee proposes that the Annual General Meeting assigns a Nomination Committee according to the following principles. The Annual General Meeting assigns the Chairman of the Board of Directors to contact the three largest shareholders in term of votes or owner groups (hereby referred to both directly-registered shareholders and nominee-registered shareholders), according to a transcript of the share register maintained by Euroclear Sweden AB as per September 30, 2016, each appointing a representative to, besides the Chairman of the Board of Directors, constitute the Nomination Committee for the period until a new Nomination Committee is appointed by mandate from the next Annual General Meeting.

If any of the three largest shareholders or owner groups declines to elect a representative, the fourth largest shareholder or owner group will be asked, and so on, until the Nomination Committee consists of four members. The majority of the members of the Nomination Committee are to be independent of the Company and its executive management. At least one member of the Nomination Committee is to be independent of the Company's largest shareholder in term of votes, or any group of shareholders that act in concert in the governance of the Company. Neither the Chief Executive Officer nor other members of the executive management are to be members of the Nomination Committee. Board members may be members of the Nomination Committee but may not constitute a majority thereof. If more than one Board member is on the Nomination Committee, no more than one of these may be dependent of a major shareholder in the Company. The Nomination Committee appoints Chairman within the Committee. Neither the Chairman of the Board of Directors nor any other Board member may be Chairman of the Nomination Committee. The names of the members of the Nomination Committee shall be announced no later than six months prior to the 2017 Annual General Meeting. In the event that one of the members of the Nomination Committee resigns before the Committee's work is completed and if



the Nomination Committee is of the opinion that there is a need to replace the member, the Nomination Committee shall appoint a new member according to the principles above, but based on a transcript of the share register maintained by Euroclear Sweden AB, as soon as possible after the member has resigned. A change in the composition of the Nomination Committee shall be announced immediately. No fees shall be paid to the members of the Nomination Committee for their work in the Nomination Committee.

The Nomination Committee shall submit proposals on the following issues for resolution by the 2017 Annual General Meeting:

- a) Proposal for Chairman of the Meeting
- b) Proposal for the Board of Directors
- c) Proposal for Chairman of the Board of Directors
- d) Proposal for fees to the Board of Directors, with distribution between the Chairman and other Board members
- e) proposal for Company Auditors
- f) Proposal for fee to Company Auditors
- g) Proposal for principles for establishing the Nomination Committee for the 2018 Annual General Meeting.

**For additional information contact:**

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**About this information**

Moberg Pharma discloses this information pursuant to the Swedish Securities Markets Act and/or the Financial Instruments Trading Act. The information was submitted for publication at 08:30 am (CET) on January 25<sup>th</sup>, 2016.

**About Moberg Pharma AB (publ)**

Moberg Pharma AB (publ) is a rapidly growing Swedish pharmaceutical company with OTC sales operations in the U.S. and a distributor network in more than 40 countries. The company's portfolio includes the OTC brands Kerasal<sup>®</sup>, Kerasal Nail<sup>®</sup>, Balmex<sup>®</sup>, Domeboro<sup>®</sup>, Jointflex<sup>®</sup>, Vanquish<sup>®</sup>, and Fergon<sup>®</sup>. Kerasal Nail<sup>®</sup> (Emtrix<sup>®</sup> or Nalox<sup>™</sup> in certain markets) is a leading OTC treatment of nail disorders in the U.S., Canada and several EU markets and is currently being launched in Southeast Asia. The company is growing organically as well as through acquisitions. Internal development programs focuses on innovative drug delivery of proven compounds and include two phase II assets, MOB-015 (onychomycosis) and BUP1 (oral mucositis). Moberg Pharma has offices in Stockholm and New Jersey and the company's shares are listed on the Small Cap list of the NASDAQ OMX Nordic Exchange Stockholm (OMX: MOB). For further information, please visit: [www.mobergpharma.com](http://www.mobergpharma.com).