

**Full proposal for a decision before the Annual General Meeting of Invent Medic Sweden AB (publ.) on Tuesday, May 5, 2019 at 13:00 at Medicon Village, Scheelevägen 2, in Lund.**

**Profit outline (paragraph 8(b))**

The Board of Directors proposes to the Annual General Meeting to dispose of the company's loss in accordance with the Board's proposal in the Annual Report. The Board of Directors further proposes that no dividend be paid for the financial year 2019.

**Determination of the number of board members, deputies and of the number of auditors and determination of fees for the Board of Directors and auditors (items 9 and 10)**

Shareholders representing approximately 25 percent of the votes in the company have announced that they propose that the Board of Directors should consist of five board members and no deputy board member and that board fees shall be paid with three price base amounts to the Chairman of the Board and each one and a half price base amounts to the other board members. Furthermore, the Board of Directors has proposed that an audit firm be appointed and that fees to auditors should be paid in accordance with approved invoices in accordance with usual charging standards.

**Election of the Board of Directors and Auditor (item 11)**

Shareholders representing approximately 25 percent of the votes in the company have announced that they propose that Gun-Britt Fransson, Helena Liljedahl, Lars Persson, Johan Wennerholm and Lars Wilander be re-elected as board members. Lars Persson is proposed to be re-elected chairman of the Board. Furthermore, the Board of Directors has proposed that the company's auditing company Öhrlings PricewaterhouseCoopers AB be re-elected until the end of the Annual General Meeting held next financial year.

**Principles for nomination committee in Invent Medic Sweden AB (item 12)**

The Nomination Committee shall consist of representatives of the two largest shareholders in terms of votes as of September 30, 2020, and one – of the Annual General Meeting elected – representative of the other shareholders.

The Chairman of the Board shall, as soon as the registered ownership of the company as of September 30, 2020 is known, contact the two largest shareholders in terms of voting rights and ask them to appoint one member each to the Nomination Committee. If a requested shareholder refrains from appointing a representative or does not appoint a representative within one week from being questioned, the following shareholders of the order of voting shall then be given the opportunity to appoint a representative until a total of two shareholder representatives are appointed. The Chairman of the Board convenes the Nomination Committee for a first meeting, whereby the Nomination Committee elects a Chairman from within itself. The names of the members of the Nomination Committee shall be published by the company no later than six months before the 2021 Annual General Meeting.

If, before completion of its work, a shareholder-appointed member of the Nomination Committee resigns or ceases to represent the shareholder who nominated the member, the member shall be replaced by another person nominated by the shareholder. If any shareholder who is not represented on the Nomination Committee is greater than another shareholder represented on the Nomination Committee, the shareholder who is entitled to vote has the right to appoint a member to the Nomination Committee, whereby the member of the Nomination Committee representing the smallest shareholder in terms of voting rights shall leave the Nomination Committee. If the member in office leaves office, the Nomination Committee will continue with two members and the member representing the largest shareholder in terms of votes will have a casting vote. The term of office of the nomination committee thus appointed shall run until the new Nomination Committee has taken office.

The Nomination Committee shall comply with the Swedish Code of Corporate Governance.

The Nomination Committee shall have the right, within a budget approved by the Board of Directors, to charge the Company with costs for, for example, recruitment consultants and other consultants necessary for the Nomination

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**Invent Medic Sweden Ab (Publ)**

Board

Committee to fulfil its mandate and may also co-opt members to the Nomination Committee if appropriate; However, the adjunct member shall not have the right to vote on the Nomination Committee. The Chairman of the Board shall have the right to attend, but not have the right to vote, in the Nomination Committee. Fees for the Nomination Committee's work amount to SEK 40,000. Before the 2021 Annual General Meeting, the Nomination Committee shall propose to the Chairman of the AGM, board members, chairman of the board, board fees, auditor, any deputy auditor, auditors' fees and principles for the Nomination Committee.

**Election of the representative of the other shareholders in the Nomination Committee (item 13)**

Shareholders representing approximately 25 percent of the votes in the company have announced that they propose that Nicholas Jacobsson be elected as a member of the Nomination Committee.

**Other**

The annual report and the auditor's report for the company, as well as full draft resolutions and proxy forms will be available at the Company's offices, Medicon Village, Scheelevägen 2 in Lund and on the company's website ([www.inventmedic.com](http://www.inventmedic.com)) from three weeks before the Annual General Meeting and will be sent to shareholders who request it and provide their postal address.

Shareholders present at the Annual General Meeting have the right to request information in accordance with Chapter 7. Section 32 of the Swedish Companies Act. (2005:551).

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## Presentation of proposed board members (item 11)

### **Lars Persson – proposal for re-election – Chairman of the Board**

Lars Persson, MSc., has over 25 years of experience from leading positions in the Life Science and Venture Capital industries. He has, among other things, made a number of Worked at Atos Medical AB, Industrifonden and most recently as CEO of Almi Invest Syd AB. Lars Persson has extensive experience as chairman and board member of a number of companies, mainly in the Life Science area. Ongoing company involvement: Chairman of the Board of Mandelträdet AB and Mandelträdet Ost&Delikatess AB, board member of BoMill AB, Lyckegård Group AB and Triomed AB, deputy board member of ISEC Industrial Security AB and member of Inno Chem Handelsbolag.

### **Lars Wilander - proposal for re-election - board member**

Lars Wilander has 25 years of experience from leading positions in, among other things, medical technology and pharmaceuticals, especially with a focus on purchasing and quality issues. Wilander has worked as purchasing manager at Region Skåne and has previously been Purchasing Director at Pharmacia & Upjohn and Gambro Lundia AB. Ongoing corporate engagement: Deputy Board member and CEO of Wilander Consulting AB, board member of AMB Industri AB.

### **Gun-Britt Fransson – proposal for re-election – board member**

Gun-Britt Fransson has over 30 years of experience in management, business development, research and development in biotechnology, food and pharmaceutical industries. Until 2018 Fransson worked as VP for research and development at Probi AB. Previous experience includes employment as CEO at Alligator Bioscience AB, Research Director at Orkla Foods A.S. Fransson has extensive experience in board work and has been chairman and board member of both private and public companies, foundations and universities. Ongoing company involvement: Member of Lighthouse Handelsbolag, Chairman of the Board of Follicum AB, Board member of MedicPen AB and deputy board member of Lighthouse Life Science Consulting AB.

### **Helena Liljedahl – proposal for re-election – board member**

Helena Liljedahl has more than 25 years of experience in marketing, sales, production, outsourcing, consulting, finance and management work at mainly owner-led consumer goods companies. Liljedahl has held several senior positions in areas such as The Weleda Group, the Mindfulness Group, BabyBjörn AB and ImseVimse AB. Liljedahl's main focus is change work, business development and building a holistic approach to the business. Liljedahl holds a Master of Science in Economics from Stockholm University and Julius-Maximilians Universität in Würzburg, Germany. Ongoing corporate engagement: Board member of Liljedahl Xpand Leadership AB.

### **Johan Wennerholm – proposal for re-election – board member**

Johan Wennerholm has extensive experience from the development of medical devices as he previously held leading positions as a board member of Exini Diagnostics AB, CFO of Enzymatica AB, CEO of Occlutech International AB and CFO of CellaVision AB. Wennerholm has a master's degree in business administration and has an officer training degree from the Naval Officers' College. Wennerholm is the owner of Nordic Infrastructure AB. Ongoing company involvement: Chairman of the Board of Gelexcell Competence AB and board member of Nordic Infrastructure AB, Urethra Medical & Care in Sweden AB and Scandinavian chemotech ab.

## Presentation of the proposed member of the Nomination Committee (item 13)

### **Nicholas Jakobsson – proposal for new elections – Nomination Committee**

Nicholas Jakobsson has a long experience from various positions in the South Sweden's innovation system. In his roles in business development and investment activities, he has held some 20 board assignments. He has also invested and worked with ownership issues during his employment, for both VC companies and more traditional investment companies. In addition to board assignments, he has acted as chairman of a number of nomination committees in both listed and unlisted companies such as Hövding, FM Mattsson, Life Assays and Medcore and others. Nicholas' broad experience and understanding of the needs of companies at various stages has been of particular value to his mission.