

To the shareholders of Nordic Nanovector ASA

Oslo, 8 May 2018

## **RECOMMENDATION OF THE NOMINATION COMMITTEE**

### **1. INTRODUCTION**

The Nomination Committee of Nordic Nanovector ASA comprises of Johan Christenson (chairman), Olav Steinnes and Ole Peter Nordby.

The Nomination Committee has since the previous annual general meeting held four formal meetings, with numerous additional interactions via phone and e-mail. The Nomination Committee has discussed the work of the Board of directors (the "**Board**") and the work of the committees with the Chairman of the Board. The Nomination Committee has reviewed and evaluated the Board's performance report, executed by an external consultant, and interviewed Board members and certain members of the management team. The Nomination Committee has also received feedback from individual shareholders concerning the composition of the Board.

Prior to the Annual General Meeting 2018, the Nomination Committee has discussed in detail the requirements the Board should fulfill in terms of competences, experience and background, taking into account, among other things, the Company's strategic development, governance and control as well as the size, breadth and diversity of competence, age, gender, background and experience. In addition, independency matters have been taken into account in the Nomination Committee's discussions, and an assessment has also been made of the capacity for each individual Board member to devote sufficient time and commitment to the work of the Board.

The term for all the current members of the Board and all the members of the Nomination Committee expires on the date of the Annual General Meeting to be held on 30 May 2018 (the "**2018 AGM**"). Further, the remuneration for the Board and the members of the Nomination Committee has been resolved for the period until the 2018 AGM.

In accordance with the Articles of Association and the Instructions for the Nomination Committee adopted by the General Meeting held on 12 November 2014 and amended on the General Meeting held on 24 May 2017 (the "**Instructions**"), the Nomination Committee will in this recommendation present its proposals for members of the Board, members of the Nomination Committee and remuneration for such members.

The Nomination Committee has, when preparing its proposals, taken into consideration the matters that are to be taken into consideration by the Nomination Committee pursuant to the Instructions and such other matters which the Nomination Committee has deemed appropriate as further described above. The proposals have been unanimously resolved by the Nomination Committee.

### **2. NOMINATION OF BOARD OF DIRECTORS**

The Board has six shareholder-elected members and currently consists of the following members:

<b>Name</b>	<b>Served since</b>	<b>Term expire</b>
Ludvik Sandnes, Chairman	June 2013	2018 AGM
Per Samuelsson	November 2014	2018 AGM
Hilde Hermansen Steineger	November 2014	2018 AGM
Gisela Schwab	March 2015	2018 AGM
Jean-Pierre Bizzari	May 2016	2018 AGM
Joanna Horobin	October 2016	2018 AGM

All of the Board members are up for election at the 2018 AGM. The Nomination Committee proposes that all the current Board members are re-elected for one year until the Annual General Meeting in 2019 (the "**2019 AGM**").

Furthermore the Nomination Committee proposes that Mr. Rainer Boehm is elected as a new Board member for one year until the 2019 AGM. Mr. Boehm has wide experience in the medical field, both by developing small businesses as well as leading large organizations, business development and participation in commercialization of oncology products. The Nomination Committee believes Mr. Boehm will provide important experience and will complement the Company's other Board members.

The Nomination Committee has emphasized that the Board should be diverse in terms of background, competence and experience and it is the Nomination Committee's view that the proposed Board composition ensures these qualities. Mr. Ludvik Sandnes has informed the Nomination Committee that he wishes to step down as chairman in order for the company to recruit a new chairperson with international background and network from the biotech industry who can lead the Company into its next phase of development. The Nomination Committee will start a search for eligible candidates immediately. The Nomination Committee proposes that Ludvik Sandnes is re-elected as chairman of the Board until a new chairperson has been elected.

If the 2018 AGM adopts the Nomination Committee's proposal, the Board will have the following members for the period from the 2018 AGM to the 2019 AGM:

<b>Name</b>	<b>Served since</b>	<b>Term expire</b>
Ludvik Sandnes, Chairman	June 2013	2019 AGM
Per Samuelsson	November 2014	2019 AGM
Hilde Hermansen Steineger	November 2014	2019 AGM
Gisela Schwab	March 2015	2019 AGM
Jean-Pierre Bizzari	May 2016	2019 AGM
Joanna Horobin	October 2016	2019 AGM
Rainer Boehm*	May 2018	2019 AGM

\* CV is attached

Information regarding the current members of the Board is available at Nordic Nanovector's website [www.nordicnanovector.com](http://www.nordicnanovector.com).

Except for Per Samuelsson, who is a partner at Odlander/Fredrikson/HealthCap, all Board members are independent of the company's significant business relations and large

shareholders (shareholders holding more than 10% of the shares in the Company). The proposed Board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for Corporate Governance (NUES).

### **3. NOMINATION OF NOMINATION COMMITTEE**

All of the members of the Nomination Committee are up for election at the 2018 AGM. Ole Peter Nordby has asked to step down from the Nomination Committee. The Nomination Committee proposes that the current members, Johan Christenson (chairman) and Olav Steinnes are re-elected for a period of one year until the 2019 AGM. After discussions in the Nomination Committee and with major shareholders the Nomination Committee further proposes that Egil Bodd is elected as a new member of the Nomination Committee for one year until the 2019 AGM.

If the 2018 AGM adopts the Nomination Committee's proposal, the Nomination Committee will have the following members for the period from the 2018 AGM to the 2019 AGM:

<b>Name</b>	<b>Served since</b>	<b>Term Expire</b>
Johan Christenson, Chairman	November 2014	2019 AGM
Olav Steinnes	November 2014	2019 AGM
Egil Bodd*	May 2018	2019 AGM

\* CV is attached

Information regarding the current members of the Nomination Committee is available at Nordic Nanovector's website [www.nordicnanovector.com](http://www.nordicnanovector.com).

### **4. REMUNERATION OF THE BOARD OF DIRECTORS**

#### **4.1 Remuneration to the Board of directors for the period from the 2018 AGM to the 2019 AGM**

In order to attract eligible Board members with relevant international experience, the Nomination Committee has through an independent consultant conducted a peer group analysis on Board compensation. Based on this analysis and further considerations, the Nomination Committee, proposes that the remuneration to the Board of directors may be given, in full or in part, in the form of restricted share units (see section 4.2 below).

The Committee further proposes that the 2018 AGM resolves that the remuneration for the Chairman and the members of the Board for the period from the 2018 AGM to the 2019 AGM shall be:

Chairman - NOK 475,000

Directors - NOK 285,000

This represents no changes to the remuneration for the chairman of the Board, but an increase of NOK 10,000 for the other Board members.

The Nomination Committee further proposes that members of Board Committees such as the Audit Committee, the Compensation Committee and the Clinical Strategy Committee shall receive an additional remuneration of NOK 4,000 per committee meeting, but not less than NOK 20,000 for each committee member (NOK 8,000 per meeting and minimum 40,000 to the chairpersons of each of the committees). In order to attract international board members, the Nomination Committee proposes to pay Board members EUR 100 per lost working hour when traveling to attend the Board meetings.

#### **4.2 Restricted stock units to the Board members**

The annual general meeting in May 2016 (the "**2016 AGM**") approved a program (the "**RSU Program**") pursuant to which the members of the Board may choose to receive their remuneration, or parts thereof, in the form of restricted stock units ("RSUs"). The RSU Program was further approved at the 2017 AGM for the period between the 2017 AGM and the 2018 AGM. The Nomination Committee recommends that the RSU Program is continued and that the Board members shall have the right to receive their remuneration for the period from the 2018 AGM to the 2019 AGM, or a part thereof, in the form of RSUs. Each member of the Board will have three alternatives when the remuneration to the members of the Board is resolved by the 2018 AGM:

- a) Receive 100 % of the Board remuneration in the form of RSUs;
- b) Receive 1/3 of the Board remuneration in cash and 2/3 in the form of RSUs; or
- c) Receive 2/3 of the Board remuneration in cash and 1/3 in the form of RSUs;

For further information of the RSU Program see page 70 in the company's annual report for 2017, which is available at Nordic Nanovector's website [www.nordicnanovector.com](http://www.nordicnanovector.com).

#### **5. REMUNERATION OF THE NOMINATION COMMITTEE**

The Nomination Committee further proposes that the 2018 AGM resolves that the remuneration for the Chairman and the members of the Nomination Committee for the period from the 2018 AGM to the 2019 AGM shall be:

Chairman - NOK 45,000

Members - NOK 25,000

The Nomination Committee of Nordic Nanovector ASA

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Johan Christenson,  
Chairman

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Olav Steinnes

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Ole Peter Nordby

#### **CV – Rainer Boehm, MD, Riehen, Switzerland**

Mr Boehm is currently Board Member and Senior Global Pharma Leader. He is successful in building up small businesses / country organizations as well as leading large organizations. Rainer has 30 years of experience in General Management, Strategy and Execution, External Stakeholder Management / Investor Relations, Marketing & Sales and Medical including Portfolio Management. Multiply launch experiences both in general medicines and speciality/oncology. He is an advisor in leadership development for senior executives at the GLG Institute, NY.

**2018 to present – Humanigen Inc, US**

Board Member

**2017 to present – Cellectis SA, France**

Board Member

**2010 to 2016 – Novartis Pharma**

2014 to 2016 – Chief Commercial and Medical Affairs Officer

2016 – Ad interim CEO and Division Head Pharma

2010 to 2014 – President, Region Asia, Middle East & Africa

**2000 to 2010 – Novartis Oncology**

2005 to 2010 – Executive Vice President, Region North America

2003 to 2005 – Vice President, Intercontinental Region

2000 to 2003 – Vice President, Global Marketing

**1997 to 2000 – Novartis Pharma**

1997 to 2000 – Therapeutic Area Head Oncology and Product Manager Global Marketing

**1988 to 1996 – CIBA-Geigy**

1994 to 1996 – Product Manager Global Marketing

1988 to 1994 – Head Oncology Field Force, Market Research Associate and Medical Marketing Advisor

**1987 – Psychiatric Hospital, Zwiefalten, Germany**

1987 – Unit Head

**Education**

MBA, Schiller Business School, Strasbourg, France, 1994

Physician, Medical School, University of Ulm, Germany, 1987

Abitur, Parlyergymnasium, Germany, 1979

**CV – Egil Bodd, MD, Oslo, Norway****2015 to present – Serendipity Partners AS**

Managing Partner

**2006 to 2015 – Lindsay Goldberg Nordic**

Managing Partner

**2004 to 2006 – Pronova Biocare**

Chief Executive Officer

**1992 to 2003 – Merck & Co**

Various leadership positions

**1986 to 1992 – Medinnova**

President

**Other medical responsibilities**

Chairman of the Norwegian Society of Pharmacology and Toxicology

Chairman of the Norwegian Committee of Pharmacovigilance

Chairman of the Norwegian Pharmaceutical Industry Association

Member of the supervisory board and Chairman of the scientific committee at Lundbeck

Member of the board of the Medical Faculty at the University of Oslo