

*N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

## **THE NOMINATION COMMITTEE'S PROPOSAL FOR ITEMS 2, 11, 12, 13 AND 14**

The nomination committee, who's members have been appointed in accordance with the principles resolved by the annual general meeting 2021, consisting of chairman Malin Björkmo (appointed by Handelsbanken Fonder) together with the members Lars Lind (appointed by Hans Enocson), Ulrik Grönvall (appointed by Swedbank Robur Fonder), Mats-Ola Palm (appointed by approx. 12 % of the votes) and Pär-Ola Mannefred (chairman of the board of directors), submits the following proposal.

### **Item 2 – Election of chairman of the annual general meeting**

The nomination committee proposes that the chairman of the board of directors, Pär-Ola Mannefred, is elected chairman of the annual general meeting.

### **Item 11 – Resolution regarding the number of board members, deputy board members, auditors and deputy auditors**

The nomination committee proposes that the board of directors shall consist of eight (8) members with no deputies.

The nomination committee proposes that one (1) registered public accounting firm is elected auditor.

### **Item 12 – Resolution regarding the fees to the board of directors and the auditors**

The nomination committee proposes that fees to the board of directors, for the period until the end of the annual general meeting 2023, shall be allocated as follows. SEK 550,000 (unchanged) to the chairman of the board of directors and SEK 250,000 (unchanged) to each of the other members of the board of directors elected by the general meeting. Further, SEK 125,000 (previously SEK 75,000) to the chairman of the audit committee, SEK 75,000 (previously SEK 40,000) to each of the other members of the audit committee, SEK 75,000 (previously SEK 50,000) to the chairman of the remuneration committee, and SEK 50,000 (previously SEK 25,000) to each of the other members of the remuneration committee.

The nomination committee further proposes, that the board members (in addition to compensation for out-of-pocket costs and travel expenses), resident within Europe but outside the Nordic countries, shall receive SEK 7,500 (unchanged) for each board meeting attended in person, and board members resident in North America shall receive SEK 15,000 (unchanged) for each board meeting attended in person.

The nomination committee proposes that the fees to the auditors for services rendered shall be paid in accordance with by the company approved invoice.

### **Item 13 (a-j) – Election of board members and auditor**

The nomination committee proposes re-election of Magnus Björsne, Robert Marchesani, Lennart Jeansson, Anna Belfrage, Alain Herrera, Aram Mangasarian and Paula Boulton, and new election of Jan Törnell, as board members. In addition, it is also proposed that Jan Törnell is elected as new chairman of the board of directors. All elections refer to the period until the end of the next annual general meeting.

Pär-Ola Mannefred has declined re-election as board member and chairman of the board of directors.

*Information about the proposed new member of the board of directors and chairman of the board of directors*

### **Jan Törnell**

Born: 1960

Professional experience: Jan Törnell has extensive international experience from managerial positions within life science, for example as Vice President of Global Strategy at AstraZeneca Oncology & Infection. Jan Törnell has further held positions as professor of Physiology at Sahlgrenska University Hospital and as Docent of Physiology at University of Gothenburg. Today he holds board assignments in multiple boards for companies within the life science sector and works as an adviser regarding pharmaceutical projects.

Education: M.D. and PhD in Physiology from the University of Gothenburg.

Other board assignments: Jan Törnell is chairman of the board of Lidds AB and Glactone Pharma AB, a board member of Abliva AB and Innotext AB, where he also serves as CEO, and deputy board member of Lidds Pharma AB.

Shareholding in Isofol: –

Independence: Jan Törnell is independent in relation to the company and management, and independent in relation to major shareholders of the company.

More information on the board members proposed for re-election as board members is available on the company's website, [www.isofolmedical.com](http://www.isofolmedical.com).

The nomination committee proposes that KPMG AB is re-elected as auditor for the company for the period until the end of the next annual general meeting. KPMG AB has informed the nomination committee that the authorised public accountant Jan Malm will be appointed auditor in charge if KPMG AB is re-elected as auditor.

### **Item 14 – Determination of procedure for appointment of the nomination committee**

The nomination committee proposes that the general meeting resolve to adopt the following procedure for appointment of the nomination committee:

The chairman of the board shall annually and no later than 31 October, based on the share register of the company kept by Euroclear Sweden AB as of 30 September, contact the three largest shareholders in the company (in terms of votes) who shall each be entitled to appoint one member to the nomination committee. Should any of the three largest shareholders waive their right to appoint a member to the nomination committee, the next shareholder in line (in terms of votes) will be given the opportunity to appoint a member to the nomination committee until the nomination committee consists of at least three members. An additional member of the nomination committee may be appointed jointly by minority shareholders representing at least 10 per cent of the votes in the company based on the share register of the company kept by Euroclear Sweden AB or other reliable information. The chairman of the board shall not be a member of the nomination committee but shall normally be co-opted to the nomination committee's meetings.

Chairman of the nomination committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder (in terms of votes) and may not be a board member.

The composition of the nomination committee and contact details shall be made public on the company's website at least six months prior to the general meeting. A majority of the members of the nomination committee shall be independent in relation to the company and the company's management. At least one member of the nomination committee shall be independent in relation to the shareholder controlling the largest number of votes in the company or group of shareholders cooperating in management of the company.

No fees shall be paid to the members of the nomination committee. The company shall reimburse reasonable expenditures that the nomination committee or its members may incur while performing their duties. The nomination committee is appointed for a term until a new nomination committee is appointed. The composition of the nomination committee may change if: (i) a member wishes to resign prematurely whereas a letter of resignation shall be sent to the chairman of the nomination committee, or if the chairman wishes to resign, a letter of resignation shall be sent to another member of the nomination committee, (ii) a nominating shareholder wishes to replace its appointed representative in the nomination committee with another person whereas such a request (containing the two relevant names) shall be sent to the chairman of the nomination committee (or in case the replacement regards the chairman, to another member of the nomination committee) with the reception of such request resulting in the execution of the request, (iii) a change of ownership in the company taking place before 1 January and resulting in a nominating shareholder no longer being one of the three largest shareholders entitled to appoint a representative to the nomination committee, whereas such a representative shall be deemed to have resigned automatically. Should a member of the nomination committee resign before the committee's work has been fulfilled, the nomination committee shall appoint a new member in accordance with the above, based on a printout of the share register of the Company kept by Euroclear Sweden AB together with other reliable information as soon as possible after the member resigned. Any changes to the composition of the nomination committee shall immediately be published on the company's website.

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Gothenburg in April 2022

Isofol Medical AB (publ)

*The nomination committee*