

The Proposal and Statement by the Nomination Committee

The proposal of board of directors and statement by Karolinska Development's Nomination Committee for the Annual General Meeting 2019.

The Nomination Committee's work

Within the context of its work for the Annual General Meeting 2019, the Nomination Committee (the "Committee") interviewed the current directors and took part of other relevant information to fully understand the company situation, the primary challenges and opportunities. The Committee also reviewed the Board of Directors' internal evaluation of its work. The Committee held seven (7) meetings, and minutes have been kept during the meetings. Furthermore, the Committee have maintained contact by telephone.

The Nomination Committee's reasoned statement

What is mentioned in the first section above have formed the basis for the Committee's considerations about the composition of the Board of Directors and main requirements that should be imposed on the members of the Board of Directors. The Committee also paid attention to independence issues, other assignments that the directors have in other companies and gender balance.

Anders Härfstrand has informed the Nomination Committee that he is not available for re-election.

When determining the proposed members of the Board of Directors suitability as members of the Board of Directors in Karolinska Development, other engagements by the proposed directors as well as potential conflicts of interest have been considered and it is deemed that such issues, if arisen can be addressed and managed through the normal procedures in the Board of Directors' work.

The Committee believes that the proposed Board of Directors, with respect to the company's operations, stage of development and other circumstances, will have an appropriate composition characterized by diversity and breadth in terms of the expertise, experience and background. The Nomination Committee also believes that it is possible for all proposed directors to make available sufficient time for the performance of the assignment.

The formal independent requirements according to the Swedish Code of Corporate Governance are met. The Committee is well aware of the need for improvement of the gender balance in its Board of Directors. The Committee supports the requirements of the Swedish Code of Corporate Governance and the Swedish Corporate Governance board's ambition to achieve even gender distribution in the listed companies and the Committee intends to work towards this in future work.

The Nomination Committee proposes:

Re-election of the directors Hans Wigzell, Tse Ping, Vlad Artamonov, Magnus Persson and Theresa Tse;

new election of Viktor Drvota

Re-election of Hans Wigzell as Chairman of the Board of Directors.

Nomination Committee, Solna in June 2019