

Instructions and charter for the Nomination Committee Biovitrum AB (publ) (item 17)

The Nomination Committee (*Sw. Valberedningen*) (the “Committee”) proposes that the Annual General Meeting adopts the following instructions and charter for the Committee.

1. Overall purpose and objectives

The Committee shall be appointed in accordance with routines resolved upon by the Annual General Meeting in Biovitrum AB (publ), (the “Company”). The Company and its subsidiaries are hereinafter referred to as the “Group”.

The main objective for and responsibility of the Committee is to present proposals for the nomination of chairman of and members of the Board of Directors, auditor(s) (as applicable), and also chairman of the Annual General Meeting. The Committee shall also render recommendations for remunerations to such individuals.

2. Appointment of the Committee

It has been proposed that the Committee shall consist of four members; (i) three owner representatives representing the three largest owners in the Company as per the end of the month that precedes the Company’s Third Quarter Report in line with the ordinary financial calendar and (ii) the Chairman of the Board of Directors. The latter shall contact the three largest owners and ask them to appoint their representatives. The members of the Committee are to be announced no later than six months before the Annual General Meeting.

In the event of a change in ownership in the Company affecting the identity of the three largest owners, the Chairman of the Board shall contact the one of the three largest owners without an owner representative and encourage that a new representative be appointed. When such new owner representative has been appointed, the new representative will become a member of the Committee and replace the former member of the Committee who no longer represents any of the three largest shareholders. Also, if any of the three largest owners refrain from appointing an owner representative, or if an owner representative resigns or relinquishes the position before the assignment has been completed, the Chairman shall encourage the next owner in size (i.e. the fourth largest owner) to appoint an owner representative. This process is to continue until the Committee includes three owner representatives.

3. Duties

The Committee shall represent the shareholders of the Company in matters falling within the scope of the tasks of the Committee according to the Swedish Code of Corporate Governance. Without limiting the aforesaid, the Committee shall:

- Evaluate to what extent the Board of Directors satisfies applicable requirements based on the Group's business, future development and independence, i. a. by reviewing the results from the Board of Directors' appraisal.
- Establish requirement profiles for members of the Board of Directors.
- Evaluate the appropriate number of members of the Board of Directors.
- As necessary, perform a systematic procedure to find new candidates.
- Communicate with the Audit Committee when, if applicable, considering proposals for auditor(s) and their remuneration.
- Publish its proposals in notice for annual general meeting and on the Company's website.
- Attend, present and motivate its proposals to the annual general meeting.
- Describe its working procedure on the Company's' website.

Further, in performing its duties, the Committee will maintain an effective working relationship with the Board of Directors. To perform his or her role effectively, each member of the Committee shall develop and maintain his or her knowledge and understanding of the Committee's responsibilities and of the Group's operations.

4. Organization

4.1 Membership etc

- (i) The Annual General Meeting shall decide upon such routines by which the members of the Committee are nominated (and – as relevant – replaced).
- (ii) The Committee appoints its chairman. The chairman of the Board of Directors shall not be the chairman of the Committee.
- (iii) The Committee shall consist of such number of members as decided upon by the Annual General Meeting, which shall not be less than three (see further above in Section 2).
- (iv) The majority of the members of the Committee shall not be members of the Board of Directors. The Chief Executive Officer and other members of senior management of the Company may not be members of the Committee.
- (v) The Committee appoints its Secretary.

4.2 Meetings

- (i) The Committee shall meet as often as necessary in order to fulfil its duties and responsibilities, but minimum twice per year. The

planning of meetings shall take into consideration the timing of the Annual General Meeting.

- (ii) Meetings are to be convened by the Chairman of the Committee or by the secretary on his behalf, but can also be convened by any other member of the Committee.
- (iii) The person convening a meeting shall circulate an agenda which shall be drafted together with the Chairman of the Committee one week before the Committee meeting. Supporting documentation shall be circulated at the same time if possible.
- (iv) Minutes of meetings shall be kept by the Secretary of the Committee and be securely filed.
- (v) The Secretary of the Committee shall circulate the minutes of meetings to members of the Committee within two weeks from a Committee meeting.

5. Reporting responsibilities etc.

5.1 Reporting responsibilities

The Committee shall regularly update and report to the owner(s) who appointed the Committee.

5.2 Review of the Committee Charter

The Committee shall annually review the Committee Charter.

This document is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between the text contained in this document and the Swedish document, the latter shall prevail.