

# **The nomination committee's proposal to the annual general meeting in Cantargia on 27 May 2020 and reasoned statement**

## **Background**

Based on the resolution at the annual general meeting 2019 in Cantargia AB (publ) regarding the method for appointing a nomination committee, the nomination committee has consisted of Sten Verland (partner at Sunstone Life Science Ventures, chairman), Jannis Kitsakis (Fjärde AP-fonden), Alexander Mata, (Alecta Pensionsförsäkring, Ömsesidigt) and Magnus Persson (chairman of the board of Cantargia).

The nomination committee's duties ahead of the annual general meeting 2020 have been to prepare the election of auditor, election of chairman of the board as well as the other members of the board, election of chairman of the annual general meeting, remuneration matters and other related issues, etc. The nomination committee has held four formal recorded meetings and in addition thereto been in continuous telephone contact. These meetings and contacts have mainly been devoted to evaluation of the work of the current board of directors, discussions on the number of board members, discussions on prospective new board members, evaluation of potential new board members and discussions on remuneration to the members of the board.

## **The nomination committee's reasoned statement**

In order to assess the requirements that will be imposed on the board of directors as a result of the company's current situation and its future orientation, the nomination committee has discussed the composition of the board regarding, for example, industry experience and diversity of competence. An important starting point has been that the composition of the board should reflect and give room for the breadth and diversity of competence and experiences required for the future development of Cantargia.

Furthermore, the nomination committee has during its work paid particular attention to the provisions of rule 4.1 of the Swedish Corporate Governance Code, which have been applied as diversity policy by the nomination committee in the preparation of its proposed resolution regarding the board of directors. The nomination committee has strived to achieve an appropriate composition of the board, characterized by diversity and breadth of competence, experience and background among the proposed board members, and gender balance.

As basis for its proposal, the chairman of the board has provided the nomination committee with an account of the completed evaluation of the company's operations, goals and strategies as well as on how the board's work has been performed during the past year. Individual meetings with board members have been conducted. The nomination committee finds that board's work has operated well and that the members of the board have the requisite competence and experience.

The nomination committee's assessment is that the board proposed to be appointed (see below), with regard to the company's operations, stage of development and other factors, is appropriately composed to meet the requirements in terms of the company's operations. The nomination committee has paid particular attention the company's strategic development, governance and control as well as the requirements that these factors impose on the board's competence and composition.

All proposed members of the board are deemed to be independent vis-à-vis the company and the executive management as well as the company's major shareholders, taking the independency requirements for the board set out in the Swedish Corporate Governance Code into account.

The nomination committee, in consultation with the CFO, has investigated and compiled the costs for Öhrlings PricewaterhouseCoopers AB, whereby it has been established that the conditions for the cooperation with Öhrlings PricewaterhouseCoopers AB are on market terms for services of similar scope and quality.

The nomination committee of Cantargia AB (publ) hereby proposes the following to the annual general meeting 2020 of the company:

#### **Chairman of the annual general meeting**

The nomination committee proposes that attorney-at-law Erik Sjöman is elected chairman of the annual general meeting.

#### **Number of members of the board and deputy members of the board**

The nomination committee proposes that the board of directors shall consist of six members with no deputies.

#### **Number of auditors**

The nomination committee proposes election of one auditor with no deputies.

#### **Remuneration to the board**

The nomination committee has resolved to propose that the remuneration to the members of the board, including remuneration for the work performed on the board's committees, shall amount to SEK 1,640,000 in total, distributed as follows: SEK 450,000 shall be distributed to the chairman of the board and SEK 200,000 shall be distributed to each of the other board members.

As remuneration for work performed on a committee, an amount of SEK 190,000 in total is proposed to be distributed as follows: SEK 70,000 shall be distributed to the chairman of the audit committee and SEK 30,000 to each of the other members of the audit committee, SEK 30,000 shall be distributed to the chairman of the remuneration committee and SEK 15,000 to each of the other members of the remuneration committee. No remuneration shall be paid to the members of the nomination committee. In addition to the remuneration proposed above and not included in the said total amount, SEK 20,000 shall be distributed to each member residing outside the Nordic region for each physical board meeting (however, not more than six meetings) held in Sweden, attended by such member.

#### **Remuneration to the auditor**

The nomination committee proposes that remuneration to the auditor, for the time until the end of the next annual general meeting, shall continue to be paid in accordance with approved invoices.

#### **Election of auditor**

The nomination committee proposes, in accordance with the audit committee's recommendation, that Öhrlings PricewaterhouseCoopers AB is re-elected as the company's auditor for the time until

the end of the next annual general meeting whereby Öhrlings PricewaterhouseCoopers has informed that, provided that the auditing company is elected, the authorized public accountant Ola Bjärehäll will continue to serve as auditor-in-charge.

### **Election of members of the board**

The nomination committee proposes that the board members Claus Asbjørn Andersson, Patricia Delaite, Thoas Fioretos, Karin Leandersson, Anders Martin-Löf and Magnus Persson are re-elected.

Further information on the members proposed for re-election are set out in [Appendix](#).

### **Election of chairman of the board**

The nomination committee proposes that Magnus Persson is re-elected.

### **Instructions for the nomination committee**

The nomination committee proposes that the annual general meeting resolves to:

- to instruct the chairman of the board to convene a nomination committee, based on the ownership structure in the company as per the end of September 2020, consisting of one member appointed by each of the three largest shareholders of the company as well as the chairman of the board,
- that in the event any of the three largest shareholders refrain from its right to appoint a member of the nomination committee, this right shall be vested in the shareholder that, after these three shareholders, has the largest shareholding,
- that the chairman of the nomination committee shall, unless otherwise resolved by the nomination committee, be the member appointed by the shareholder with the largest shareholding,
- that in the event any of the shareholders that have appointed a member of the nomination committee sells a nonnegligible portion of its shareholding during the nomination committee's period of mandate, or for other reason ceases to be a major shareholder entitled to appoint a member of the nomination committee, the member appointed by that shareholder shall resign from the nomination committee. Such member shall, if deemed appropriate by the nomination committee, be replaced by a member appointed by the shareholder who instead qualifies as one of the three largest shareholders of the company,
- that in the event a member no longer represents the shareholder that he was appointed by, or if the member for other reasons resigns from the nomination committee before its work has been completed, the shareholder shall be given the opportunity to appoint a new member of the nomination committee, and
- that the nomination committee shall fulfil the duties incumbent upon it under the Swedish Corporate Governance Code.

---

April 2020

**Nomination committee of Cantargia AB (publ)**

## Information on the members of the board proposed for election

---

### **Magnus Persson**

Chairman of the board since 2016, born 1960.

Number of shares: 44 976

Number of warrants 2017/2020: 85 000

Independent in relation to the company and its management: Yes

Independent in relation to the company's major shareholders: Yes

Magnus Persson is MD and associate professor in physiology at the Karolinska Institute in Stockholm. Persson has a large amount of experience in the fields of medicine, life sciences and biotech-financing. Persson has previously led development teams in clinical phase II and phase III programmes in the pharmaceutical industry and has founded and led private as well as public biotech and medtech companies, either as chairman or member of the board, in Europe and the USA. Persson has also been involved in multiple IPOs.

### **Claus Asbjørn Andersson**

Board member since 2013, born 1968.

Number of shares: 0

Independent in relation to the company and its management: Yes

Independent in relation to the company's major shareholders: Yes

Claus Asbjørn Andersson is a General Partner of Sunstone Life Science Ventures, a holding company managing billion-dollar venture funds. He has a Master's degree in Civil Chemical Engineering from Technical University of Denmark and a PhD in Mathematical Statistics from Copenhagen University and Humboldt University of Berlin. Andersson has himself founded four European start-up companies, including two in Denmark. He has been with Sunstone Life Sciences since its establishment in 2007 and is an active member of the International Venture Club and advisor to the European Commission.

### **Karin Leandersson**

Board member since 2016, born 1972.

Number of shares: 0

Independent in relation to the company and its management: Yes

Independent in relation to the company's major shareholders: Yes

Karin Leandersson is a professor in tumor immunology at the medical faculty of Lund University. She has gained a wide range of cancer research experience in the fields of tumor immunology and tumor inflammation in solid tumors, mainly in breast cancer. Leandersson has also authored around 40 scientific publications in international journals.

### **Thoas Fioretos**

Board member since 2010, born 1962.

Number of shares: 482 600

Independent in relation to the company and its management: Yes

Independent in relation to the company's major shareholders: Yes

Thoas Fioretos is a professor and physician at the Department of Clinical Genetics at Lund University. The focus of his research is molecular and functional studies of genetic changes in leukemia and how such changes can be used for diagnostic and therapeutic purposes. Fioretos has authored more than 120 scientific publications, and is one of the founders of Cantargia AB and bio-IT company Qlucore AB.

**Patricia Delaite**

Board member since 2017, born 1963.

Number of shares: 0

Independent in relation to the company and its management: Yes

Independent in relation to the company's major shareholders: Yes

Patricia Delaite is MD and MBA from University of Geneva and Lausanne. She is currently the Chief Medical Officer for Nouscom in Basel, and has had leading positions at AMAL Therapeutics, Incytes International Biosciences, ARIAD Pharmaceuticals, Novartis and Eli Lilly. Patricia has also previous experience in patient clinical management from the University hospital in Geneva.

**Anders Martin-Löf**

Board member since 2018, born 1971.

Number of shares: 24 000.

Independent in relation to the company and its management: Yes

Independent in relation to the company's major shareholders: Yes

Anders Martin-Löf has long experience as CFO for companies listed at the Stockholm stock exchange. He is CFO of Oncopeptides AB (publ) and was previously CFO of Wilson Therapeutics. Before that he has been CFO of RaySearch Laboratories and has also been responsible for investor relations and has had different positions within business development at Swedish Orphan Biovitrum. He has a M.Sc. in Economics and Business from Stockholm University and a M.Sc. in Engineering Physics from the Royal Institute of Technology in Stockholm.