

Proposal from the Election Committee in Vistin Pharma ASA for the Annual General Meeting 22 May 2019

The following constitute the Election Committee of Vistin Pharma ASA:

- Martin Nes (Chairman)
- Nils Erling Ødegaard

The Election Committee has evaluated the work of the Board of Directors, and received input from shareholders about the composition of the Board.

Election of Board members

The two-year election period for the Board members Ole Enger (Chairman), Mimi K. Berdal and Øystein Stray Spetalen expires in May 2019. The Election Committee proposes that these Board members are re-elected for a new two-year period.

If the shareholders approve the proposal from the Election Committee, the Board will consist of the following shareholder elected members:

- Ole Enger (Chairman) – re-elected
- Bettina Banoun
- Mimi K. Berdal – re-elected
- Finn Bjørn Ruyter
- Øystein Stray Spetalen – re-elected

Election of members for the Election Committee

The two-year election period for the current members of the Election Committee expires in May 2019. The current members are proposed re-elected for a two-year period:

- Martin Nes (Chairman) - re-elected
- Nils Erling Ødegaard – re-elected

Remuneration of the Board of Directors

The remuneration for board members has not been adjusted since 2015, and the Board fees for ordinary Board members are thus proposed increased by NOK 50,000. The proposed Board fees for the period from the AGM 2019 to the AGM 2020 are as follows:

- Chairman: NOK 250,000
- Board member: NOK 200,000 (shareholder elected Board members)
- Board member: NOK 125,000 (employee representatives)

Remuneration for the Election Committee

The Election Committee proposes that the remuneration for the Chairman should be NOK 15,000, and for any other member NOK 10,000, for the period from the AGM 2019 to the AGM 2020.

Oslo, 20 May, 2019

The Election Committee of Vistin Pharma ASA