

**Styret i PCI Biotech Holding ASA**

v/ Styreleder, Hans Peter Bøhn

**Innstilling fra Valgkomitéen i**

**PCI Biotech Holding ASA**

**7. mai 2019**

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**Styresammensetning**

Hele styret er på valg og valgkomitéen i PCI Biotech Holding ASA har gjennomført følgende arbeid:

- Gjennomført samtaler med et utvalg av selskapets største aksjonærer
- Avholdt møte med styreleder
- Vurdert selskapets krav til styrekompetanse med henblikk på kontinuitet, uavhengighet til ledelsen og strategiske utfordringer

Styremedlem Hilde H. Steineger har meddelt valgkomitéen at hun ikke ønsker å stille til gjenvalg. Valgkomitéen innstiller Hilde Furberg som nytt styremedlem. En kort CV for Hilde Furberg er vedlagt denne innstillingen. De øvrige styremedlemmer innstilles på gjenvalg.

Valgkomitéen innstiller på valg av følgende styre for ett år:

- Hans Peter Bøhn (leder)
- Andrew M. Hughes
- Christina Herder
- Lars Viksmoen
- Hilde Furberg (ny)

**Honorar til styret**

Valgkomitéen avgir også følgende innstilling vedrørende kompensasjon til styret for perioden fra generalforsamlingen i 2018 til generalforsamlingen i 2019:

Styreleder                   NOK 330 000  
Styremedlemmer        NOK 200 000

**The Board of Directors in PCI Biotech Holding ASA**

att: The Chairman, Hans Peter Bøhn

**Proposal from the Nomination committee of**

**PCI Biotech Holding ASA**

**7 May 2019**

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**Board composition**

All board members are up for election and the nomination committee of PCI Biotech Holding ASA has completed the following tasks:

- Carried out conversations with some of the company's largest shareholders
- Held meeting with the chairman of the board of directors
- Assessed the company's requirement for board competence, in terms of continuity, independence of management and strategic challenges

Board member Hilde H. Steineger has notified PCI Biotech Holding ASA's nomination committee that she is not a candidate for re-election. The nomination committee proposes Hilde Furberg as new board member. A short CV for Hilde Furberg is attached to this proposal. The other board members are proposed for re-election.

The nomination committee proposes the following board of directors for a one year term:

- Hans Peter Bøhn (chairman)
- Andrew M. Hughes
- Christina Herder
- Lars Viksmoen
- Hilde Furberg (new)

**Remuneration to the board of directors**

The nomination committee proposes the following remuneration to the board of directors for the period from the Annual General Meeting in 2018 to the Annual General Meeting in 2019:

Chairman                    NOK 330,000  
Board members        NOK 200,000

<p>Kompensasjonen utgjør en økning på NOK 30 000 for styreformann og NOK 15 000 for øvrige styremedlemmer.</p>	<p>The remuneration represents an increase of NOK 30,000 for the chairman of the board of directors and NOK 15,000 for other board of directors' members.</p>
<p>For å rekruttere internasjonale styremedlemmer innstiller valgkomitéen på at slike styremedlemmer får kompensert tapt arbeidsfortjeneste ved reise pålydende 100 euro per tapt arbeidstime på reise.</p>	<p>In order to attract international board members, the nomination committee proposes that such board members receive compensation for lost work remunerations when travelling at a rate of euro 100 per working hour spent on travel.</p>
<p><b>Valgkomitéen</b> Alle medlemmene i valgkomitéen er på valg. Valgkomitéens medlemmer, Jónas Einarsson (leder) og Erik Must, er innstilt på gjenvalg. Det er innkommet et forslag fra en eksisterende aksjonærgruppe om at valgkomiteen suppleres med Trond Johansen. En kort CV for Trond Johansen er vedlagt denne innstillingen.</p>	<p><b>Nomination committee</b> All members of the nomination committee are up for election. The nomination committee members, Jónas Einarsson (chairman) and Erik Must, are proposed for re-election. The nomination committee has received a proposal from existing shareholders to supplement the committee with Trond Johansen. A short CV for Trond Johansen is attached to this proposal.</p>
<p>Valgkomitéen innstiller på valg av følgende valgkomité for to år:</p> <ul style="list-style-type: none"> <li>• Jónas Einarsson (leder)</li> <li>• Erik Must</li> <li>• Trond Johansen (ny)</li> </ul>	<p>The nomination committee proposes the following nomination committee for a two-year term:</p> <ul style="list-style-type: none"> <li>• Jónas Einarsson (chairman)</li> <li>• Erik Must</li> <li>• Trond Johansen (new)</li> </ul>
<p><b>Honorar til valgkomitéen</b> Medlemmene av valgkomitéen skal ikke ha kompensasjon for perioden fra generalforsamlingen i 2018 til generalforsamlingen i 2019.</p>	<p><b>Remuneration to the nomination committee</b> The nomination committee will not be remunerated for the period from the Annual General Meeting in 2018 to the Annual General Meeting in 2019.</p>
<p style="text-align: center;">* * *</p> <p style="text-align: center;">På vegne av valgkomitéen</p> <p style="text-align: center;">Jónas Einarsson (leder) (sign)</p> <p style="text-align: center;">Øvrige medlemmer: Erik Must</p> <p style="text-align: center;">* * *</p>	<p style="text-align: center;">* * *</p> <p style="text-align: center;">On behalf of the nomination committee</p> <p style="text-align: center;">Jónas Einarsson (chairman) (sign)</p> <p style="text-align: center;">Other members: Erik Must</p> <p style="text-align: center;">* * *</p>

**Attachment to the Proposal from the Nomination Committee of PCI Biotech Holding ASA, 7 May 2019.**

Hilde Furberg – short CV

*Hilde Furberg is an independent consultant and a professional board member. She has broad senior leadership experience, coming from her 35 years in sales, marketing, strategy and general management in Pharma/Biotech. Her experience is in different areas of specialty care, and from small to large global companies. Hilde has worked in companies like Baxter and Genzyme, she was most recently European Head of Rare Diseases for Sanofi Genzyme. In addition to working for Genzyme/Sanofi Genzyme, Hilde has since 2005 been a non-executive director, and board member of BerGenBio, Probi, Pronova, Clavis and Algeta. She is currently an industrial advisor to Investinor and board member of Calliditas, Tappin and CoB for Blueprint Genetics. Hilde holds a Master of Science from the University of Oslo (Norway).*

Trond Johansen – short CV

*Trond Johansen is the founder and owner of Kiritec, [www.kiritec.dk](http://www.kiritec.dk). He has twenty years of experience form medical business in Scandinavia.*