

BioInvent International AB (publ)

The Nomination Committee's proposal and reasoned statement – 2024

Information about the Nomination Committee

In accordance with the principles for nomination adopted by the general meeting, the BioInvent Nomination Committee ahead of the Annual General Meeting 2024 has consisted of Leonard Kruimer, in his capacity as chairman of the Board, Laura Feinleib, as representative of Redmile Group, LLC, Dharminder Chahal, as representative of van Herk Investments B.V. and Wouter Joustra, as representative of Forbion. Laura Feinleib has been elected chairman of the Nomination Committee. The members of the Nomination Committee have, as provided by the Swedish Code of Corporate Governance, each determined that there is no conflict of interest to accept the assignment.

Proposals of the Nomination Committee

Chairman of the annual general meeting

Secretary of the board and attorney Madeleine Rydberger.

Board members and chairman of the Board

The Board shall consist of eight members elected by the general meeting.

Re-election of the current members Natalie Berner, Kristoffer Bissessar, Thomas Hecht, Leonard Kruimer, Nanna Lüneborg, Vincent Ossipow and Bernd Seizinger and new election of Laura Lassouw-Polman.

Re-election of Leonard Kruimer as chairman of the Board.

Information about the candidates proposed for re-election is included in the company's Annual Report 2023.

Laura Lassouw-Polman, born 1979, works as Chief Operating Officer at Sairopa BV, the Netherlands, since 2021. Laura has a Master of Science in Health Sciences from Maastricht University and has previously worked at several companies in the pharmaceutical sector, including the AstraZeneca Group (Acerta Pharma), PPD and ICON Clinical Research, conducting clinical studies for cancer treatment in senior positions. Laura has no other ongoing board assignments and is considered independent both in relation to the company, the company's management and to larger shareholders. Laura does not own any shares in the company.

Board fees

The Nomination Committee proposes that Board fees shall remain unchanged and amount to SEK 782,500 (782,500) to the chairman of the Board, including fees for any committee work, and SEK 500,000 (500,000) to a vice chairman of the Board and SEK 425,000 (425,000) to each of the other Board members. It is further proposed that remuneration for committee work shall amount to (i) SEK 70,000 (70,000) to the chairman of the Audit Committee and SEK 50,000 (50,000) to other members of the Audit Committee, (ii) SEK 35,000 (35,000) to the chairman of the Remuneration Committee and SEK 25,000 (25,000) to other members of the

Remuneration Committee, and (iii) SEK 70,000 (70,000) to the chairman of the Scientific Committee and SEK 50,000 (50,000) to other members of the Scientific Committee.

Auditor and fees

The Nomination Committee proposes that one registered accounting firm shall be elected and that, in accordance with the Audit Committee's recommendation, KPMG AB shall be re-elected for a mandate period of two years. KPMG AB has informed that should the auditing company be elected as auditor, authorized public accountant Linda Bengtsson will be auditor in charge. Fees to the auditor are proposed to be paid according to approved invoice.

The Nomination Committee's motivated statement

The Nomination Committee has held three meetings, of which all have been meetings per video link. The committee members have also had additional telephone contacts.

As a basis for its proposal, the Nomination Committee has reviewed the result of the evaluation of the Board of Directors and its work, as well as the CEO's and Chairman's report on how the Board of Directors works and the company's business, goals and strategies. The Nomination Committee has further been informed that Erik Esveld will not stand for reelection.

The Nomination Committee has concluded that the current Board is well functioning. The Nomination Committee has considered requirements of competence, experience and background of the members of the Board of Directors. In light of the above, the Nomination Committee proposes re-election of all Board members other than Erik Esveld, and new election of Laura Lassouw-Polman.

The Nomination Committee finds that the proposed composition of the Board of Directors, with respect to the company's operations, stage of development and other circumstances will have an appropriate composition.

The Nomination Committee has proposed no increase in the ordinary Board fees.

The Nomination Committee has considered the matter of gender equality, and has applied Section 4.1 of the Swedish Corporate Governance Code as diversity policy. The Nomination Committee notes that the proposal is slightly short of meeting the ambition level of 60/40 for representation of the underrepresented gender.

The Nomination Committee has also considered the matter of independence of the proposed Board members in accordance with Sections 4.3-4.5 of the Swedish Corporate Governance Code, and in the view of the Nomination Committee, Natalie Berner is considered dependent in relation to a larger shareholder (> 10%), but that all other directors proposed are to be regarded as independent, both in relation to the company, the company's management and to larger shareholders.

In March 2024
The Nomination Committee of BioInvent International AB (publ)