

The Nomination Committee's reasoned statement in respect of the Annual General Meeting 2018 in Enzymatica AB (publ)

In accordance with the principles for the Nomination Committee which were established at the Annual General Meeting 2016, the Nomination Committee consists of representatives of the four largest shareholders registered in the register of shareholders held by Euroclear Sweden AB as of 31 October 2018, together with the Chairman of the Board. The Nomination Committee in respect of the Annual General Meeting 2019 has been comprised of the chairman of the Nomination Committee Håkan Roos (Roosgruppen AB), Guðmundor Pálmason (Protenus Ltd), Ágústa Guðmundsdóttir (Gadice ehf.) and Björn Algkvist (Mats Andersson, Danica Pension) as well as the Chairman of the Board, Bengt Baron.

The task of the Nomination Committee is to submit proposals to the Annual General Meeting concerning the election of the Chairman of General Meeting, the election of members of the Board and the Chairman of the Board, the election of auditor, as well as remuneration for the Board divided between the Chairman and the other members of the Board, including remuneration for Committee work, as well as remuneration to the company's auditor. In respect of the Annual General Meeting 2019, the Nomination Committee submits the following proposals.

The Nomination Committee proposes that lawyer Martin Morén Jönsson, Moll Wendén Advokatbyrå, is elected as Chairman of the Annual General Meeting 2019.

The Nomination Committee proposes that Bengt Baron, Marianne Dicander Alexandersson, Guðmundor Pálmason, Sigurgeir Gudlaugsson, Mats Andersson and Louise Nicolin are re-elected as members of the Board. Furthermore, the Nomination Committee proposes re-election of Bengt Baron as Chairman of the Board. The proposal by the Nomination Committee means that the number of Board members is six during the upcoming term and thus unchanged.

Information concerning members proposed for re-election is available on the company's website, www.enzymatica.com.

The Nomination Committee proposes that remuneration to the Chairman of the Board shall be paid with SEK 400,000 (increased) and SEK 175,000 (increased) to other Board members who are not employed by the company. Remuneration to the Chairman of the Audit Committee shall be paid with SEK 50,000 (unchanged), in addition to ordinary Board remuneration. No remuneration shall be paid to the other members of the Audit Committee. The Nomination Committee proposes that no remuneration shall be paid for work in the Remuneration Committee.

The Nomination Committee proposes that the registered auditing company Deloitte AB is re-elected as auditor for the period until the end of the Annual General Meeting 2020. Remuneration shall be paid in accordance with approved invoices.

Before the Annual General Meeting 2019, the Nomination Committee has held one meeting. In addition to this, correspondence by e-mail have occurred. The Nomination Committee has conducted a board evaluation and has come to the conclusion that the work in the Board has been conducted well and efficient during the year. In preparing its proposal for Board of Directors, the Nomination Committee has paid particular attention to the requirements that the company's strategic development, international operations and governance and control impose on the Board's competence and composition. The Nomination Committee has also taken into account the Board's need for diversity and breadth in terms of competence, experience and background, while the necessary continuity in the work of the Board should be maintained.

Against this background, the Nomination Committee has made the assessment that the current Board has an appropriate composition with regards to the company's operations, phase of development and other relevant circumstances and that the Board exhibits diversity and breadth of the Board members qualifications, experience and background. Therefore, the Nomination Committee proposes re-election of all Board members.

When assessing the independence of the Board members, the Nomination Committee has found that its proposal for board composition in Enzymatica fulfills the requirements regarding independence set forth in the Swedish Code of Corporate Governance. In the assessment, the Nomination Committee has taken into consideration that Mats Andersson, Guðmundur Pálmason and Sigurgeir Gudlaugsson are to be regarded as dependent in relation to the company's major shareholders and Sigurgeir Gudlaugsson also in relation to the company.

The Nomination Committee in March 2019