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## **The Board of Directors' proposal for guidelines for salaries and other remuneration to senior management**

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The Board of Directors proposes that the shareholders' meeting adopt guidelines for salaries and other remuneration to senior management as set out below:

### **Generally**

The Clavister group, of which Clavister Holding AB is the parent company (the "**Group**") shall apply remuneration levels and employment terms and conditions for senior management as required in order to ensure the Group's access to senior management with the necessary expertise and capacity to achieve established targets at costs adapted to the Group. The purpose is to create incentives for senior management to implement strategic plans and provide sound operating results, and to align the interests of senior management with those of the shareholders.

Remuneration to senior management may consist of fixed salary, variable remuneration, and long-term equities or share price-related incentive programs, in addition to pensions and other customary benefits.

As used in these guidelines, senior management means the CEO and other corporate management of Clavister Holding AB and the CEO and other corporate management of Clavister AB.

The guidelines do not include remuneration in the form of fees and other remuneration for board work.

### **Fixed salary**

The basic premise for remuneration to senior management is that remuneration is payable in the form of a market-based fixed salary and must be individually established based upon the aforementioned principles and each manager's specific expertise.

### **Variable remuneration including equities-related and share price related incentive programs**

Variable compensation for senior management must be linked to predetermined and measurable targets and performance criteria and intended to promote the Group's long-term creation of value. Variable remuneration which is paid in cash may not exceed 50 per cent of the total remuneration, and is neither a pensionable income nor a basis for holiday pay. Equities-based incentive programs must be approved by the shareholders' meeting of Clavister Holding AB and designed with the purpose of achieving greater community of interest between senior management and the shareholders of Clavister Holding AB.

Building up one's own shareholdings in Clavister Holding AB must be promoted. The qualifying period or the period for final acquisition of shares, share options, or other share-related instruments may not be less than three (3) years.

**Remuneration to board directors**

Board directors elected by the general meeting may in certain situations receive remuneration or other compensation for work performed for the company in addition to the director's responsibilities as a director. Any such services may be compensated with market-based remuneration that must be approved by the board of directors.

**Pension benefits**

Clavister Holding and Clavister AB have a pension policy "Premium" adopted by the board of directors. The pension terms and conditions of senior management must be on market terms in relation to what generally applies to corresponding positions on the market and individually adapted taking into consideration each manager's specific expertise and adapted to the Group's costs. Pension allocations must be to defined contribution plans.

**Other benefits**

Other benefits for senior management may consist of health insurance and other customary benefits. Other benefits may not constitute a significant part of the total remuneration.

**Salary during the notice of termination period and severance compensation**

Severance compensation, including fixed salary during the notice of termination period, may not exceed twelve (12) months fixed remuneration.

**Information regarding previously adopted remuneration programs which have not yet become payable**

The company has six ongoing incentive programs for the company's employees.

Program 2016/2019, covers 530,800 warrants with an exercise price of SEK 72, expiring on June 30, 2019,

Program 2017/2020:1, covers 75,000 warrants with an exercise price of SEK 79, expiring on February 28, 2020,

Program 2017/2020:2, covers 70,000 warrants with an exercise price of SEK 72, expiring on February 28, 2020,

Program 2017/2020:3, covers 300,000 warrants with an exercise price of SEK 30, expiring on June 30, 2020.

Program 2018/2021:1, covers 50,000 warrants with an exercise price of SEK 36.3, expiring on June 13, 2021.

Program 2018/2021:2, covers 700,000 warrants with an exercise price of SEK 36.3, expiring on June 13, 2021.

**Disapplying the guidelines**

The Board of Directors shall be entitled to disapply the guidelines where there is special cause to do so in an individual case. The Board of Directors shall report the cause for disapplying the guidelines at the next annual general meeting.

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Ömsköldsvik in April 2019  
**Clavister Holding AB (publ)**  
*Board of Directors*