

*This document is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between the text contained in this document and the Swedish document, the latter shall prevail.*

**The Board of Directors' of Biotage AB (publ) proposal for a resolution on guidelines for compensation for the executive management**

The Board of Directors proposes that the annual general meeting resolves on the following guidelines for compensation for the executive management. Executive management refers to the CEO and other members of group management. The guidelines shall apply to employment agreements entered into after the resolution by the general meeting on the guidelines, and to any amendments of existing terms after the resolution by the general meeting.

The company shall strive to offer members of the executive management of the company a compensation that is adjusted to the conditions of the market. The Compensation Committee shall prepare and present such compensation proposals to the Board of Directors for resolution. In the compensation proposals the importance of the work, competence, experience and performance shall be taken into account. The compensation may consist of: fixed yearly income, variable income, pension benefits, discretionary remuneration, other benefits and severance pay. The Board of Directors may for certain special purposes, if it is motivated by special circumstances, choose to deviate from the guidelines.

*CEO*

The company's CEO has an annual fixed yearly income in the amount of SEK 2,600,000. According to his employment agreement, the company pays pension provisions amounting to 35 per cent of the fixed yearly income. In addition to the fixed yearly income, the CEO may receive a variable income that is maximized to 100 % of the fixed yearly income. The variable part of the income is based on that the company reaches certain predetermined results.

The CEO receives an annual reimbursement in the amount of SEK 100,000 for costs for travel and increased costs for accommodation.

*Other members of the executive management*

This group of people currently consists of two persons that report directly to the CEO. All members of the executive management shall have a market adjusted fixed yearly income and a variable income not exceeding 40 per cent of the fixed yearly income. 75 per cent of the variable salary is dependent on the company achieving certain predetermined results. The remaining 25 per cent of the variable salary is based upon predetermined criteria related to personal performance. Pension provisions may not exceed 30 per cent of the fixed yearly income.

Any new member of the executive management is expected to receive compensation terms equivalent to those described herein.

*Conditions for variable income and performance criteria*

The Board of Directors may at its own discretion determine the conditions for payment of variable income.

### *Discretionary remuneration*

In addition to the variable income, the Board of Directors has the possibility to resolve that an additional discretionary remuneration shall be paid to the members of the executive management, including the CEO. The conditions for payment of the discretionary remuneration shall be of extraordinary character. The cap for variable income shall not apply to the discretionary remuneration.

### *Other benefits*

The executive management may be entitled to other customary benefits, such as company car, occupational health service, etc.

### *Severance pay*

Dismissal pay and severance pay for a member of the executive management may not in total exceed an amount equivalent to two fixed yearly salaries.

### *Share and share price related incentive programs*

Share and share price related incentive programs shall, as applicable, be resolved on by the general meeting. Allotment shall be made in accordance with the resolution of the general meeting.

### *Previously resolved remuneration*

There is no remuneration resolved previously that is not due for payment. A description of existing remunerations can be found in note 1 at pages 52 – 56 in the 2016 annual report.

### *Remuneration paid during 2016*

Please refer to note 1 at pages 52 – 56 in the 2016 annual report for information regarding remuneration paid to the executive management during 2016.

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Uppsala March 2017

**Biotage AB (publ)**

*The Board of Directors*