

Styret i PCI Biotech Holding ASA

v/ Styreleder, Hans Peter Bøhn

Innstilling fra Valgkomitéen i

PCI Biotech Holding ASA

7. mai 2018

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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 Kjetil Taskén har meddelt valgkomitéen at han på grunn av sin nye stilling som leder for Institutt for Kreftforskning ved Oslo Universitetssykehus ikke har mulighet til å stille til gjenvalg. Valgkomitéen innstiller Professor Andrew Hughes som nytt styremedlem. En kort CV for Professor Hughes er vedlagt denne innstillingen.

De øvrige styremedlemmer innstilles på gjenvalg. Valgkomitéen innstiller på valg av følgende styre for ett år:

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

Honorar til styret

Valgkomitéen avgir også følgende innstilling vedrørende kompensasjon til styret for perioden fra generalforsamlingen i 2017 til generalforsamlingen i 2018:

Styreleder	NOK 300 000
Styremedlemmer	NOK 185 000

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 2018

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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 Kjetil Taskén has notified PCI Biotech Holding ASA's nomination committee that he is not able to be a candidate for re-election, due to his new position as Head of Institute for Cancer Research at Oslo University Hospital. The nomination committee proposes Professor Andrew Hughes as new board member. A short CV for Professor Hughes 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)
- Hilde H. Steineger
- Christina Herder
- Lars Viksmoen
- Andrew Hughes (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 2017 to the Annual General Meeting in 2018:

Chairman	NOK 300,000
Board members	NOK 185,000

<p>Kompensasjonen utgjør en økning på NOK 25 000 for styreformann og NOK 14 500 for øvrige styremedlemmer.</p>	<p>The remuneration represents an increase of NOK 25,000 for the chairman of the board of directors and NOK 14,500 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>Valgkomitéen Valgkomitéens medlemmer, Jónas Einarsson (leder) og Erik Must, er ikke på valg i år.</p>	<p>Nomination committee The nomination committee members, Jónas Einarsson (chairman) and Erik Must, are not up for election this year.</p>
<p>Honorar til valgkomitéen Medlemmene av valgkomitéen skal ikke ha kompensasjon for perioden fra generalforsamlingen i 2017 til generalforsamlingen i 2018.</p>	<p>Remuneration to the nomination committee The nomination committee will not be remunerated for the period from the Annual General Meeting in 2017 to the Annual General Meeting in 2018.</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 2018.

Professor Andrew Hughes – short CV

Professor Andrew Hughes graduated with double first in medical sciences at Cambridge, spending 3 years as a Tutor in Physiology and Bye-fellow of Downing College, Cambridge, whilst completing a PhD in behavioural neuroendocrinology. He subsequently practised general clinical medicine in Manchester's teaching hospitals in the UK, joining Zeneca in 1994. Within AstraZeneca (AZ) he initially supported the development and registration of two neuroscience products before developing several anti-infective agents from discovery into early clinical testing. Since 2001 he was accountable for the early phase clinical development of AZ's oncology compounds and has been clinical investigator on over 200 clinical trials; supporting early clinical trials in the registration of six anti-cancer drugs. He had roles of growing managerial responsibility in AZ, including Worldwide Director of Discovery Medicine; Oncology and Infection (2004-2007), Worldwide Clinical Head of Early Phase Oncology (2008-2013), and most recently Global Head of Early Clinical Development (2013-2014) leading over 50 research and early clinical development programmes of novel candidate drugs. He has been a member of the board of NCRI, on the editorial committee for Annals of Oncology, on the Steering Committee for the FDA Biomarkers Consortium, and on review panels for MRC DPFS and NIHR EME funding streams. In 2006, he was appointed to a chair of Translational medicine at the University of Manchester, UK. He currently serves on CRUK's Biomarkers evaluation research panel, New Agents Committee and Clinical Research Committee. Professor Hughes is strategy director of experimental cancer medicine at Manchester Cancer Research Centre, UK.