

## **Bulletin from the Annual General Meeting of CellaVision AB (publ) held on 29 April 2010**

### *Appropriation of profit/loss etc.*

The Annual General Meeting resolved to adopt the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet. It was further resolved that no dividend will be distributed for the 2009 financial year.

### *Discharge from liability for the members of the Board of Directors and the President and CEO*

The Annual General Meeting granted discharge from liability for the members of the Board of Directors and the President and CEO for the 2009 financial year.

### *Board of Directors and remuneration*

Lars Gatenbeck, Christer Fåhreaus, Torbjörn Kronander, Sven-Åke Henningsson and Niels Freiesleben were re-elected and Anna Malm Bernsten was newly elected to the Board of Directors. Lars Gatenbeck was re-elected as Chairman of the Board of Directors. Remuneration will be payable to the Board of Directors of SEK 200 000 to the Chairman of the Board and SEK 100 000 to each of the other members of the Board of Directors. Remuneration to the auditor will be payable in accordance with the approved invoice.

### *Guidelines for the Nomination Committee*

The Annual General Meeting's resolution concerning instructions for the appointment of a Nomination Committee implies the following in summary. The Nomination Committee shall consist of four members. The three largest shareholders in terms of voting power will appoint one member each. The members thus appointed, together with the Chairman of the Board of Directors, shall constitute the Nomination Committee. The Nomination Committee shall thereafter appoint a chairman from among its members. Changes in the composition of the Nomination Committee may be made because a shareholder that has appointed a member of the Nomination Committee is no longer one of the three largest shareholders of the company. Such a member, if the Nomination Committee deems it appropriate, may be replaced by a new member appointed by the shareholder that at the time is the largest registered shareholder in terms of voting power that is not already represented on the Nomination Committee. If a member of the Nomination Committee ceases to represent the shareholder that appointed the member before the duties of the Nomination Committee are completed, this member, if so resolved by the Nomination Committee, shall be replaced by a new member appointed by the shareholder.

### *Guidelines for remuneration to senior management*

The Annual General Meeting resolved to adopt the guidelines proposed by the Board of Directors for remuneration to senior management. Remuneration consists of fixed salary, variable remuneration, pension and other remuneration. Fixed salary plus variable salary together constitute the individual's target salary. Altogether the above components constitute the individual's total remuneration.

The fixed salary is based on factors such as the individual's areas of responsibility and experience and is to be reviewed annually. The variable salary shall be based on achievement of quantitative and qualitative targets linked to business performance. For the President and CEO the variable component of the target salary may be a maximum of 33 per cent of fixed salary. For other senior management the variable component changes depending on position

and contract and may be a maximum of 25 per cent of fixed salary. Pension terms and conditions shall be on commercial terms and the pensionable age shall be 65 years. Termination salary and severance pay for management shall not together exceed more than twelve months remuneration. Management holding a position as member or alternate in a group company board of directors shall not receive any separate board fee for this. The Board of Directors may deviate from the guidelines if there are special grounds for this in an individual case.

*Authorisation for the Board of Directors to issue shares, warrants or convertibles*

The Annual General Meeting resolved to authorise the Board of Directors, on one or more occasions before the next Annual General Meeting, with or without deviation from the shareholders' pre-emption right, to decide on a new issue of shares or issue of convertibles or warrants. In accordance with the decision of the Board of Directors, payment may be in cash, by set-off, by non-cash consideration or otherwise on terms referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5 of the Swedish Companies Act. The total number of newly issued shares, together with the number of shares that convertibles and warrants issued give the right to shall together amount to a maximum of 3 000 000 shares. The reason for deviation from pre-emption rights shall be to acquire or enable acquisition of working capital for expansion or company acquisitions. For issues without shareholders' pre-emption rights the subscription price shall be set at market price at the time of the resolution concerning the issue.

*Amendment of the Articles of Association*

The Annual General Meeting resolved to amend the provisions of the Articles of Association concerning notice to attend a general meeting of shareholders, to the effect that the notice shall be given by advertisement in the Swedish Official Gazette and on the company's website. The fact that notice to attend has been given shall be published in Svenska Dagbladet or, if publication of Svenska Dagbladet ceases, in Dagens Nyheter. The amendment is conditional on an amendment to the provisions of the Swedish Companies Act concerning the manner of notification of a general meeting of shareholders having come into force.

The resolutions of the Annual General Meeting referred to above are in line with proposed resolutions presented in the notice and complete proposals to the Annual General Meeting. More detailed information concerning the resolutions passed at the general meeting of shareholders will be available on the company's website, [www.cellavision.se](http://www.cellavision.se).

Lund, 29 April 2010  
**CellaVision AB (publ)**  
*Board of Directors*