

THE NOMINATION COMMITTEE OF CELLAVISION'S FULL PROPOSAL TO THE ANNUAL GENERAL MEETING 2023

The Nomination Committee, appointed in accordance with the principles decided at the Annual General Meeting 2022, was convened by Mikael Worning, chairman of the Board, and consisted of the four largest shareholders represented by Christer Fåhraeus and company, Nicklas Hansen, appointed by William Demant Invest A / S, Anette Andersson, appointed by SEB Investment funds and Emil Hjalmarsson (Chairman of the Nomination Committee), appointed by Grenlunden CEVI AB.

Election of Chairman of the Meeting (Item 2)

The Nomination Committee proposes that Anton Walfridsson at Fredersen law firm to be elected Chairman of the Meeting.

Resolution on number of board members, deputy directors, auditors and deputy auditors (item 8)

The Nomination Committee proposes that the number of Board members elected to be five (5). No alternates are proposed. The Nomination Committee further proposes that the number of auditors should be one (1) without an alternate.

Resolution on the remuneration to the board of directors and auditor (Item 9)

The Nomination Committee proposes that the remuneration to the Chairman shall be paid with SEK 700,000 (700,000) and that remuneration to other members of the Board shall be paid with SEK 260,000 (260,000) each, but that no remuneration shall be paid to members of the Board who are permanently employed by the company; supplementary fees shall be paid by SEK 100,000 (100,000) to the Chairman of the Board's Audit Committee and by SEK 50,000 (50,000) to other members of the Board's Audit Committee, as well as SEK 50,000 (50,000) to the Chairman of the Board's Remuneration Committee and SEK 25,000 (25,000) to other members of the Board's Remuneration Committee.

The Nomination Committee further proposes that fees to the auditor should be paid according to approved invoice.

Election of board members (item 10)

Until the end of the next Annual General Meeting, the Nomination Committee proposes re-election of the Board members Mikael Worning, Christer Fåhraeus, Ann-Charlotte Jarleryd, Stefan Wolf and new election of Louise Armstrong-Denby. It is noted by the Nomination Committee that Åsa Hedin has declined re-election.

Louise Armstrong-Denby, who is proposed for new election by the Nomination Committee is the Chief Commercial Officer at Visiopharm, a company active in digital pathology. Prior to joining Visiopharm Louise was the Chief Sales Officer at Random 42 and Global Sales Director at Andor Technology. She also has many years of experience from PerkinElmer. Louise has a MSc in Advanced Analytical Chemistry and a PhD in Analytical Chemistry.

The Nomination Committee's motivated statement on the election of the Board, see Appendix 1.

Election of Chairman of the board (Item 11)

Mikael Worning is proposed to be elected as Chairman of the Board.

Election of auditor (item 12)

In accordance with the Board's recommendation, the Nomination Committee proposes election of the registered auditing firm KPMG AB until the end of the 2024 Annual General Meeting. KPMG AB has announced that the authorized auditor Jonas Nihlberg will be the principal auditor in the event KPMG AB is appointed as auditor.

Decision on principles for the appointment of the Nomination Committee (Item 13)

It is proposed that the Annual General Meeting adopt principles for the appointment of the Nomination Committee to apply for the time being in accordance with Appendix 2.

Appendix 1

CELLAVISION'S ELECTION REPORT TO THE ANNUAL GENERAL MEETING 2023-05-05 - MOTIVATED STATEMENT

The Nomination Committee of CellaVision AB (publ) motivates its proposal to the Board of Directors as follows. In accordance with Rule 4.1 Swedish Corporate Governance Code, the Board's composition shall be appropriate to fit the company's operations, phase of development and other relevant circumstances. The Board members elected by the Annual General Meeting should collectively exhibit diversity and breadth of qualifications, experience, and background. An even gender distribution should be sought. As a diversity policy, the Nomination Committee has applied Rule 4.1 of the Swedish Corporate Governance Code when drafting its proposal.

The Nomination Committee considers that the Board is well functioning with a broad and strong base of experience, characterized by versatility and breadth. The Nomination Committee's ambition is a board composition at CellaVision with broad experience from both international companies and in the specialist area of hematology and adjoining areas. Several members have experience in CellaVision's strategically important areas. The Board also has high level of

competence of relevance to the company, both in terms of the company's operations and industry and in the special conditions under which listed companies operate. According to the Nomination Committee, the proposed Board composition provides an appropriate composition to meet the needs the Company's operations will require, considering the Company's operations, strategic orientation, and governance. The board is also of a suitable size.

The Nomination Committee also makes the assessment that continuity of Board work is of great importance to CellaVision. The Nomination Committee's proposal for the Annual General Meeting means that two of the Board's five members, corresponding to 40 percent, are women. A Board size of five members means that the gender distribution will always be a bit uneven, where it at best can be divided 40 percent of one gender, respectively 60 percent of the other.

Further information on all proposed members can be found on the company's website www.cellavision.com.

Considering the above, the Nomination Committee has proposed the re-election of Christer Fåhraeus, Ann-Charlotte Jarleryd, Stefan Wolf and Mikael Worning and election of Louise Armstrong-Denby as new Board member. It is noted by the Nomination Committee that Åsa Hedin has declined re-election. Election of Mikael Worning as Chairman of the Board is proposed.

To be able to assess whether the proposed Board members are to be considered independent in relation to CellaVision and its management and major shareholders in CellaVision, the Nomination Committee has obtained information on proposed Board members. In this connection, the Nomination Committee has determined that none of the nominees are to be regarded as dependent on the company or company management. Christer Fåhraeus and Mikael Worning are regarded as dependent in relation to major shareholders in CellaVision AB.

Appendix 2

DECISION ON PRINCIPLES FOR APPOINTMENT OF ELECTION COMMITTEE

The Chairman of the Board shall, as soon as the registered ownership conditions in the company as of 31 July the year before the Annual General Meeting are known, contact the four largest registered shareholders according to the company's share book and ask them to appoint one member each to the Nomination Committee. If such shareholders do not wish to appoint a member, the next largest registered shareholders will be asked in the order of size until four shareholders' representatives have been appointed. Together, the four largest shareholders form the nomination committee, where the Chairman of the Board is convener and can participate as an adjunct but is not a member of the Nomination Committee. The names of the

members of the Nomination Committee shall be published by the company no later than six months before the next Annual General Meeting. When establishing the

Nomination Committee, the rules on independence in the Swedish Corporate Governance Code (the "Code") must be taken into account.

The Nomination Committee shall follow and fulfill the tasks that follow from the Code and shall submit proposals for a process for the appointment of a new Nomination Committee to the next Annual General Meeting. If a shareholder who has appointed a member of the Nomination Committee, prior to the completion of the Nomination Committee's mandate, receives a lower position on the list of the largest voting shareholders in the company, the member appointed by the shareholder, unless the Nomination Committee so decides, is replaced by a new member appointed by the shareholder, that at the point in time is the largest registered shareholder in terms of votes and who is not already represented in the Nomination Committee. Should any of the members of the Nomination Committee, before the Nomination Committee's assignment is completed, resign, or for any other reason, cease to represent the shareholder who has appointed the member, and if the appointing shareholder so requests, shall be replaced by a new member appointed by the shareholder.

The term of office of the Nomination Committee thus appointed shall run until a new nomination committee has taken office. No remuneration for the members' work in the Nomination Committee shall be paid. If necessary, the company must be able to bear reasonable costs that the Nomination Committee deems necessary for the Nomination Committee to be able to fulfill its task. The Nominating Committee may also appoint members to the Nominating Committee if deemed appropriate; however, an adjunct member should not have voting rights in the Nomination Committee.
