

## To the shareholders of Targovax ASA

### RECOMMENDATIONS BY THE NOMINATION COMMITTEE 2017

In accordance with the Articles of Association of the Company and the Instructions for the Nomination Committee adopted by the General Meeting of the Company on 14 September 2015 (the "**Instructions**"), the Nomination Committee hereby presents its proposals for Board members, Nomination Committee members and remuneration for such members. The term for all the current members of the Board and the Nomination Committee expires on the date of the Annual General Meeting (AGM) to be held on 5<sup>th</sup> April 2017. Further, the remuneration for the Board members has been resolved for the period until the AGM 2017.

The Nomination Committee has, when preparing for its proposals, held 10 meetings, reviewed and evaluated the Board's performance report, executed by an external consultant, reviewed and interviewed a certain number of new candidates, received and taken into account information and views received from Board members, the CEO and individual shareholders concerning the composition of the Board of directors. Based on this we hereby submit our recommendations. The proposals have been unanimously resolved by the Nomination Committee.

#### 1 ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

The Board currently consists of the following members:

<b>Name</b>	<b>Served since</b>	<b>Term expires</b>
Jónas Einarsson (Chairman)	2010	AGM 2017
Bente Lill Bjerkelund Romøren	2012	AGM 2017
Johan Christenson	2 July 2015	AGM 2017
Per Samuelsson	2 July 2015	AGM 2017
Lars Lund-Roland	2 July 2015	AGM 2017
Robert Forbes Burns	2 July 2015	AGM 2017
Eva-Lotta Allan	14 September 2015	AGM 2017
Diane Mary Mellett	14 September 2015	AGM 2017

The Board performance report and the Nomination Committee's assessments of the Company's future needs concluded that there are needs to further strengthen international clinical development insight and experience – particularly in the oncology / immuno-oncology area. However, due to unforeseen circumstances, two new candidates have during the last days informed us that they for personal reasons are no longer able to accept the nominations. The Nominations Committee will endeavour to identify one or several such candidates during 2017 and may therefore propose a new Board composition in an Extraordinary General Meeting during the year. We propose that all Board members are re-elected to the Board. The proposed members have expressed willingness to be re-elected.

#### 2 REMUNERATION TO THE BOARD OF DIRECTORS

##### 2.1 Remuneration to the Board of directors from the AGM 2017 to the AGM 2018

The Nomination Committee proposes that the AGM approves the following remuneration to the Board of directors for the period from the AGM 2017 to the AGM 2018:

The Chairman of the Board shall receive NOK 450,000 for the period. All other Board members shall receive NOK 240,000 for the period. In addition, due to the extra time and work required, the

Nomination Committee proposes that members of Board Committees shall receive an additional NOK 4,000 per committee meeting and NOK 6,000 per meeting to the Chairpersons of such committees.

The remuneration shall be payable immediately after the AGM 2018. If a Board member has not served for the entire period, the remuneration shall be adjusted down pro rata (based on the number of days served compared to the full period based on 365 days).

## **2.2 Restricted Stock Units to the Board of Directors**

The Nomination Committee recommends to extend the established RSU program pursuant to which the members of the Board may choose to receive their remuneration, or parts thereof, in the form of restricted stock units ("RSUs) whereby each member of the Board can choose between three alternatives when the remuneration to the board members is resolved by the AGM:

- a) Receive 100% of the Board remuneration in the form of RSUs;
- b) Receive 1/3 of the Board remuneration in cash and 2/3 in the form of RSUs; or
- c) Receive 2/3 of the Board remuneration in cash and 1/3 in the form of RSUs;

The number of RSUs to be granted is calculated as the NOK amount of the selected RSU portion of the total remuneration to the board member, divided by the market price for the Targovax share, calculated as the volume weighted average share price for the 10 trading days prior to the grant date (i.e. the date of the general meeting which the corresponding board remuneration was resolved, the "**GM Date**").

## **3 ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE**

The Nomination Committee currently consists of the following members:

<b>Name</b>	<b>Served since</b>	<b>Term expires</b>
Johan Christenson	14 September 2015	AGM 2017
Ludvik Sandnes (Chairman)	14 September 2015	AGM 2017
Anders Tuv	14 September 2015	AGM 2017

Johan Christenson and Anders Tuv represent the largest shareholders and Ludvik Sandnes is independent of shareholders and management. We propose that the members of the Nomination Committee are re-election for the period until the AGM 2018. All the proposed members have expressed willingness to be re-elected.

## **4 REMUNERATION TO THE NOMINATION COMMITTEE**

The Nomination Committee proposes that the AGM resolves that the remuneration for the members of the Nomination Committee for the period from the AGM 2016 to the AGM 2017 shall be NOK 40,000 for the Chairman and NOK 25,000 for each other committee member.

3<sup>rd</sup> April 2017

Ludvik Sandnes  
Chairman

Johan Christenson

Anders Tuv