

BioInvent International AB (publ)

The Nomination Committee's proposal and reasoned statement – 2026

Information about the Nomination Committee

In accordance with the principles for nomination adopted by the general meeting, the BioInvent Nomination Committee ahead of the Annual General Meeting 2026 has consisted of Leonard Kruimer, in his capacity as chairman of the Board, Laura Feinleib, as representative of Redmile Group, LLC, Dharminder Chahal, as representative of Van Herk Investments B.V. and Wouter Joustra, as representative of Forbion. Laura Feinleib has been elected chairman of the Nomination Committee. The members of the Nomination Committee have, as provided by the Swedish Code of Corporate Governance, each determined that there is no conflict of interest to accept the assignment.

Proposals of the Nomination Committee

Chairman of the annual general meeting

Secretary of the Board and attorney Madeleine Rydberger.

Board members and chairman of the Board

The Board of Directors shall consist of six members elected by the general meeting.

Re-election of the current members Natalie Berner, Leonard Kruimer, Nanna Lüneborg and Bernd Seizinger and new election of Kate Hermans and Scott Zinober.

Re-election of Leonard Kruimer as chairman of the Board.

Information about the candidates proposed for re-election is included in the company's Annual Report 2025.

Kate Hermans (born 1968) *has more than 35 years of leadership experience across large public enterprises and venture-backed biotechs, with multiple successful exits. She has held senior roles including Interim CEO and President of Ambrx Biopharma, as well as senior leadership positions at 83bar LLC, Radius Health, Bristol Myers Squibb, Pfizer/Wyeth, and Intel, working in the U.S., China, Africa, and globally. Kate Hermans holds a master's in International Management from the Thunderbird School of Global Management and a bachelor's degree Magna Cum Laude in International Relations from Wheaton College. She has also completed Part I of the CEDEP International General Management Program at INSEAD. Kate Hermans serves as Chair of the Board of Clue by Biowink, a leader in the FemTech space. Kate Hermans is also a member of the Board for Mid-Atlantic Diamond Ventures and is an active speaker across multiple industry forums. Kate Hermans does not hold any shares in the company.*

Scott Zinober (born 1977) *has more than 25 years of global public and private equity experience. He spent more than two decades at Viking Global Investors, where he held roles including Healthcare Analyst, Portfolio Manager, Senior Portfolio Manager, and Team Leader. He also served on Viking's Investment Steering Committee, Management Committee and the Viking Foundation Board. Earlier in his career, he focused on biotechnology investments at Putnam Investments. Scott Zinober holds an MBA from the MIT Sloan School of Management and a BA in Economics & Psychology from Williams College. Scott Zinober holds 50,000 shares in the company.*

Board fees

The Nomination Committee proposes that Board fees shall be unchanged and amount to SEK 899,875 to the chairman of the Board, including fees for any committee work, and SEK 575,000 to a vice chairman of the Board and SEK 488,750 to each of the other Board members. It is further proposed that remuneration for committee work shall be unchanged and amount to (i) SEK 80,500 to the chairman of the Audit Committee and SEK 57,500 to other members of the Audit Committee, (ii) SEK 40,250 to the chairman of the Remuneration Committee and SEK 28,750 to other members of the Remuneration Committee, and (iii) SEK 80,500 to the chairman of the R&D Committee and SEK 57,500 to other members of the R&D Committee.

Auditor and fees

The Nomination Committee proposes that one registered accounting firm shall be elected and that, in accordance with the Audit Committee's recommendation, KPMG AB shall be re-elected for a mandate period of two years. KPMG AB has informed that should the auditing company be elected as auditor, authorized public accountant Linda Bengtsson will remain auditor in charge for the 2026 financial year. As a result of rotation rules for the auditor in charge, a new auditor in charge will be appointed as from the 2027 financial year. Fees to the auditor are proposed to be paid according to approved invoice.

The Nomination Committee's reasoned statement

The Nomination Committee has held three meetings, of which all have been meetings per video link. The committee members have also had several additional telephone contacts.

As a basis for its proposal, the Nomination Committee has reviewed the result of the evaluation of the Board of Directors and its work, as well as the CEO's and Chairman's report on how the Board of Directors works and the company's business, goals and strategies.

The Nomination Committee has concluded that the current Board is well functioning, but has also been informed that the Board members Laura Lassouw-Polman, Kristoffer Bissessar and Thomas Hecht have declined re-election. In light thereof, the Nomination Committee has carefully assessed the requirements in terms of competence, experience and background with which the Board of Directors should be supplemented. Based on such considerations, the Nomination Committee proposes re-election of Natalie Berner, Leonard Kruimer, Nanna Lüneborg and Bernd Seizinger and proposes new election of Kate Hermans and Scott Zinober.

The Nomination Committee finds that the proposed composition of the Board of Directors, with respect to the company's operations, stage of development and other circumstances will have an appropriate composition.

The Nomination Committee has considered the matter of gender equality and has applied Section 4.1 of the Swedish Corporate Governance Code as diversity policy and that the proposal results in a 50/50 gender distribution.

The Nomination Committee has also considered the matter of independence of the proposed Board members in accordance with Sections 4.3-4.5 of the Swedish Corporate Governance Code, and in the view of the Nomination Committee, Natalie Berner is considered dependent in relation to a larger shareholder (> 10%), but that all other directors proposed are to be regarded as independent, both in relation to the company, the company's management and to larger shareholders.

In March 2026

The Nomination Committee of BioInvent International AB (publ)