

The nomination committees' proposal for resolutions to the Annual Shareholders' meeting in Mentice AB on 27 May 2020, at 3.00 p.m.

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Item 2 – The nomination committees’ proposal for election of chairman of the meeting.

The nomination committees propose that Lawrence D Howell will be appointed as chairman of the annual shareholders’ meeting.

Gothenburg April 2020

The nomination committee of Mentice AB

Item 9 – The nomination committees’ proposal for determination of fees for the members of the Board of Directors and auditors and determination of fees to audit – and remuneration committee

The nomination committee have proposed that the annual shareholders’ meeting shall resolve to determine that a fixed yearly fee of in total SEK 970,000 whereof SEK 100,00 shall be paid to Johann Koss, SEK 170,000 shall be paid to Gösta Johannesson, Eola Änggård Runsten and David Ballard respectively and SEK 360,000 shall be paid to Denis Gestin. Fees to the company’s auditor is proposed to be paid according to approved invoice.

The nomination committee proposes that the fee for the audit committee be proposed to SEK 40,000 for the Chairman and SEK 20,000 per member. Furthermore, the Nomination Committee proposes fees to the Remuneration Committee to SEK 40,000 for the Chairman and SEK 20,000 per member.

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The nomination committee of Mentice AB

Item 10 – The nomination committees’ proposal for election of members of the Board of Directors and appointment of auditors and deputy auditors, if any.

The nomination committee proposes that the board of directors shall consist of six ordinary members, elected at the annual shareholders’ meeting, without deputies.

The nomination committee proposes that as ordinary members of the board of directors shall, until the next annual shareholders’ meeting, be elected Lawrence D. Howell, Denis Gestin, Gösta Johannesson, David Ballard and Johann Koss (all re-elected) and Eola Änggård Runsten as new member of the board. Magnus Hardmeier and Bengt Sjöholm have announced that they will no longer be available for election as members of the board

A presentation of the persons that the nomination committee have proposed as board of directors are available at the company’s website, www.mentice.com.

The nomination committee further proposes that Lawrence D. Howell shall be appointed chairman of the board (re-election) and that KPMG AB (re-election) with Fredrik Waern (re-election) as principal auditor is appointed as the company's auditors without deputy auditors.

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The nomination committee of Mentice AB

Item 12 – The nomination committees’ proposal for the appointment of and instructions concerning nomination committee.

The nomination committee of Mentice AB proposes that no changes are made to the principles adopted at the annual shareholders’ meeting in 2019 (applicable until the shareholders’ meeting decides otherwise). Applicable principles are set forth below.

The nomination committee shall consist of the chairman of the board and three members appointed by the three largest shareholders by votes at the end of the third quarter each year. The chairman of the board shall annually contact the shareholders who are entitled to appoint a member. Should any of the entitled shareholders waive their right to appoint a member to the nomination committee, the right is transferred to the fourth largest shareholder by votes, and so on. However, no more than five additional shareholders need be contacted, unless the chairman of the board finds that there are special reasons for doing so.

When a shareholder is contacted with a request to appoint a representative of the nomination committee, the chairman of the board shall set out the requisite rules of procedure, such as the last date of response, etc. The names of the members of the nomination committee and the names of the shareholders appointing members shall be made public no later than six months prior to the annual shareholders’ meeting. The nomination committee appoints a chairman among its members. The chairman of the board shall not be the chairman of the nomination committee.

Should a member resign before the work of the nomination committee is concluded, and if deemed appropriate by the nomination committee, a re-placement member shall be appointed by the shareholder that appointed the member who resigned, or, if that shareholder no longer represents one of the three largest shareholders by votes, by the shareholder representing such group. If a shareholder who has appointed a certain member has substantially decreased its shareholding in the company, and the nomination committee does not deem it inappropriate in view of a potential need of continuity prior to an impending shareholders’ meeting, the member shall resign from the nomination committee and the nomination committee shall offer the largest shareholder who has not yet appointed a member of the nomination committee to appoint a new member.

The nomination committee shall further be composed and perform such tasks that from time to time are stated in the Swedish Corporate Governance Code. The members of the nomination committee shall not receive remuneration from the company. Any costs incurred in connection with the work of the nomination committee shall be paid by the company, provided that they have been approved by the chairman of the board.

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