

## **Issue of warrants**

In order to secure delivery of shares at exercise of Share Rights, the Board of Directors proposes that the Annual General Meeting approve an issue of maximum 480 000 warrants in Karolinska Development AB and approve disposition of and the transfer of warrants on the following terms and conditions.

### **1. Right to subscription**

With a deviation from shareholders' preferential rights, only the wholly owned subsidiary of Karolinska Development AB, KD Incentive AB, shall be entitled to subscribe to warrants and to dispose of them in accordance with point 8 below.

### **2. Oversubscription**

Oversubscription is not possible.

### **3. Subscription**

Subscription of warrants shall take place on the subscription list not later than 1 June 2012.

### **4. Payment**

Warrants shall be issued free of charge.

### **5. Warrants**

- a) Each warrant entitles the holder to subscription for one (1) new share in of series B in Karolinska Development AB during the period from an including 15 June 2012 up to and including 31 August 2015, unless otherwise stated by the terms and conditions stipulated in point c) below. However, it is possible to exercise the warrants at an earlier date as a result of a merger, the compulsory redemption of shares or liquidation, etc.
- b) The subscription price for shares of series B that can be subscribed by virtue of the warrants shall total an amount corresponding to the shares quota value.
- c) The complete terms and conditions for the warrants can be found in Appendix B. The subscription price and the number of shares to which each warrant entitles to purchase shall be recalculated in the case of a new share issue, bonus issue or similar event in accordance with the terms and conditions in Appendix B.

### **6. Increase in share capital**

The increase in share capital shall amount to a maximum of SEK 240 000, with reservation for an increase that may be caused by the recalculation as a result of issues etc.

### **7. Reason for deviation from shareholders' preferential rights, etc.**

The reason for deviation from shareholders' preferential rights is to secure delivery of shares at exercise of Share Rights arising from the Company's performance based share program. The subsidiary KD Incentive AB shall after subscription dispose of the warrants in accordance with the provisions of point 8 below.

**8. Disposition of warrants**

The Board of Directors proposes that the Annual General Meeting approve the subsidiary's disposition and transfer of warrants free of charge in order to meet the commitments under the performance based share program described above.

**9. Cancellation of issued warrants**

The Board of Directors proposes that the Annual General Meeting decide that it shall be possible to cancel issued warrants that the Board does not deem necessary for meeting the commitments under the performance based share program described above, following a decision by the Board.

**10. Authorization**

The Board of Directors proposes that the Annual General Meeting authorizes each of the Chairman of the Board of Directors and the CEO to make such minor adjustments to this resolution as may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.