



Corporate governance report

Good corporate governance is about ensuring that companies are managed in a way that is as efficient for shareholders as possible. Corporate governance at Biovica is based on Swedish Law, primarily the Swedish Companies Act, Annual Accounts Act and the Swedish Corporate Governance Code (the Code). Biovica stock is traded on Nasdaq First North Premier Growth Market and accordingly, Biovica complies with the applicable legislation, Nasdaq First North Nordic's rules and regulations and statements issued by the Swedish Securities Council on good practice in the Swedish securities market. During the 2020/2021 financial year, Biovica did not have any departures from the Code.

AGM

The AGM is Biovica's highest decision-making body. The Annual General Meeting is held each year within six months of the end of the financial year. The Annual General Meeting shall be held within six months after the end of the previous financial year in order to, among other things, present and adopt the statutory financial statements and reports, appropriate earnings and resolve to discharge the members of the Board from liability. All shareholders registered in the shareholders' register who have announced their intent to participate by the date specified in notice of the AGM are entitled to participate in the meeting and exercise their voting rights. A shareholder who would like to have a particular matter dealt with at the AGM must, well in advance of the AGM, submit their request to the AGM, using the

address published on the company's website. The Board of Directors may also, beyond the AGM, summon shareholders to extraordinary general meetings. Biovica's Articles of Incorporation do not contain any limitations on how many votes each shareholder may exercise at the AGM.

Resolutions at the 2020 AGM included:

- The following Board members were reelected: Lars Holmqvist, Maria Holmlund, Ulf Jungnelius, Henrik Osvald, Anders Rylander and Jesper Söderqvist. The AGM also resolved to elect Annika Carlsson Berg and Marie-Louise Fjällskog as new members of the Board of Directors. Lars Holmqvist was elected as the Chairman of the Board.
- Grant Thornton Sweden AB was re-elected as the company's auditor. Authorized Public Accountant, Stéphanie Ljungberg, will continue as the auditor-in-charge.
- Guidelines for remuneration to senior executives. The guidelines were unchanged from last year.
- Resolution on granting the Board of Directors the authority to issue new shares for a maximum amount equal to 20% of the current number of shares.
- A warrant scheme for staff of 220,000 warrants.
- A warrant scheme for members of the Board of Directors of 200,000 warrants.

Major shareholder

Anders Rylander is Biovica's largest shareholder with 13.92 % of the capital and 26.76% of the votes.

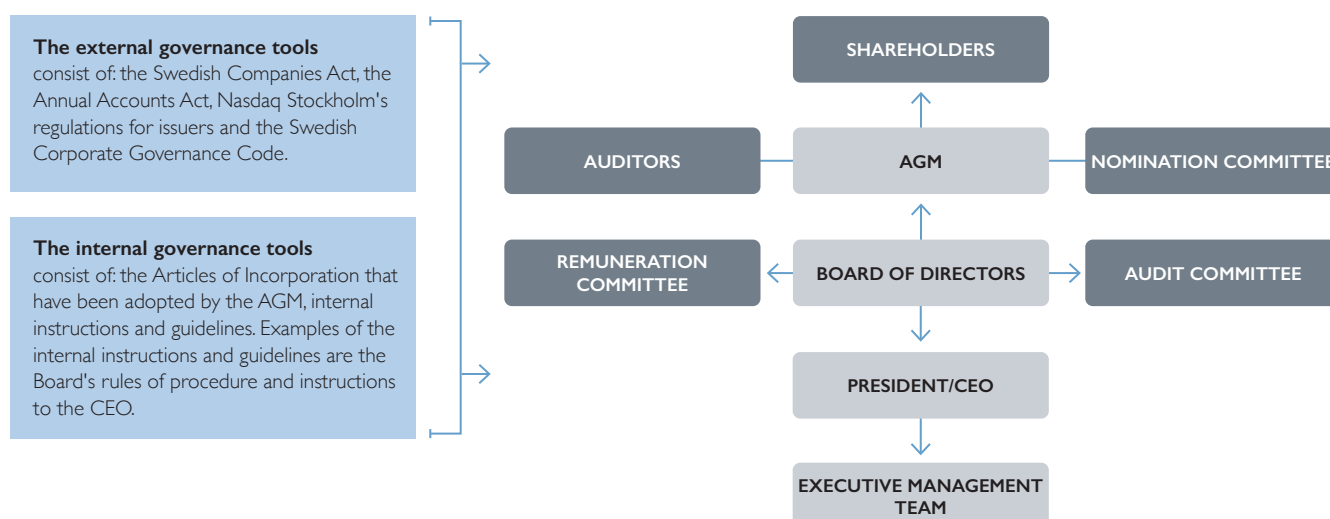
Nomination Committee

The Nomination Committee is responsible for submitting proposals on who should serve as chairman for general meetings of shareholders, candidates for Board members, including the Chairman of the Board, fees and other remuneration to each Board member, along with remuneration for committee work, as well as the election of, and remuneration to, external auditors.

For the period up until the 2021 AGM, the Nomination Committee consists of: Anna Rylander Eklund, appointed by the Rylander family, Mikael Petersson, appointed by Coeli and Lars Holmqvist, Chairman of the Board at Biovica.

No remuneration is paid to the members of the Nomination Committee. The Nomination Committee is entitled to request compensation from the company for reasonable costs that are necessary for the committee to carry out its assigned tasks. The mandate period for the Nomination Committee extends until a new Nomination Committee is announced. In conjunction with the Nomination Committee's work and for the purpose of own improvement efforts, the Board of Directors conducts an evaluation each year of its work and efficiency. The results of that evaluation are distributed to the Nomination Committee.

STRUCTURE FOR CORPORATE GOVERNANCE



BOARD MEMBERS AND THEIR INDEPENDENCE

Name	Position	Elected	Independent in relation to the company and Group management	Independent in relation to major shareholders	Attendance at Board meetings	Attendance at Committee meetings
Lars Holmqvist	Chairman	2019	Yes	Yes	20/21	3/3
Annika Carlsson Berg	Board member	2020	Yes	Yes	8/10	
Marie-Louise Fjällskog	Board member	2020	Yes	Yes	10/10	
Maria Holmlund	Board member	2016	Yes	Yes	21/21	5/5
Ulf Jungnelius	Board member	2014	Yes	Yes	20/21	
Jesper Söderqvist	Board member	2013	Yes	Yes	21/21	5/5
Henrik Osvald	Board member	2019	Yes	Yes	21/21	3/3
Anders Rylander	Board member, CEO	2010	No	No	21/21	

Composition of the Board of Directors

Biovica's Articles of Incorporation stipulate that the company must have at least three Board members and at most ten Board members. At the 2020 AGM, a total of eight Board members were appointed: three women and five men. Lars Holmqvist, Annika Carlsson Berg, Marie-Louise Fjällskog, Maria Holmlund, Ulf Jungnelius, Henrik Osvald, Anders Rylander and Jesper Söderqvist. Lars Holmqvist was elected as the new Chairman of the Board. The CEO is always a member of the Board of Directors and is always present at Board meetings. Cecilia Driving EVP CFO at Biovica serves as secretary for the Board of Directors.

All Board members (except for Anders Rylander) are independent in relation to the Company, its management and major shareholders. Biovica is thus in compliance with the requirements issued by Nasdaq Stockholm and with the Code as regards the independence of Board members.

The work done by the Board and Board evaluation

The Board has the ultimate responsibility for directing the company's operations between the Annual General Meetings. The Board makes decisions on issues relating to the company's strategic direction, financing, major investments, acquisitions, divestments, organizational issues, incentive principles and important policies. The work done by the Board is regulated by, among others, the Swedish Companies Act, the Articles of Incorporation, the rules of procedure that the Board has adopted and the Board's instructions to the CEO. The rules of procedure clarify each Board member's responsibilities, in particular the Chairman's, as well as allocation of responsibilities between the Board of Directors and CEO along with the CEO's authorities. Those authorities have also been clarified in more detail in the instructions to the CEO. The rules of procedure also state, at an overall level, the subject areas that the Board of Directors shall cover

and work with during the year, along with how time should be allocated to the various components of their work.

The Board reviewed its rules of procedure during 2020, along with instructions to the CEO and reporting instructions. It also evaluated the work done by the CEO. During the year, the Board set up two committees: a Remuneration Committee consisting of Maria Holmlund, Chair, and Jesper Söderqvist; and an Audit Committee consisting of Henrik Osvald, Chair, and Lars Holmqvist. During the 2020/2021 financial year, the Board held 21 meetings where the minutes were taken.

Evaluation of the Board

An external, systematic evaluation of the work done by the Board of Directors was carried out during spring 2021. As part of the evaluation, Board members gave feedback on the Board's working methods, Board material, their own efforts and views on the efforts of other Board members. The purpose of it all is to develop the work done by the Board and provide the Nomination Committee with information relevant to its work and decisions.

Responsibilities of the Remuneration Committee

The Remuneration Committee is responsible for preparing matters and/or materials for decisions having to do with the following:

- Providing the Board with proposals on remuneration guidelines and other employment terms for the CEO and other senior executives (in accordance with the rules stipulated in the Swedish Companies Act). This occurs at the first ordinary Board meeting of the financial year. This includes policies on such things as salary, benefits and other employment terms for Biovica's senior executives. Examples are policies on bonus and incentive programs for the short and long term, pensions, basic salary and other employment terms.

- The Committee also makes a proposal for the CEO's salary and other benefits.

Responsibilities of the Audit Committee

The Audit Committee is responsible for monitoring corporate governance issues and how they are applied. It reviews the company's risk management routines, as well as its management and control of the financial reporting.

By maintaining a continuous dialog with the company's auditors and the accounting/finance function, the Committee shall ensure that both internal and external auditors fulfill the stipulated requirements and that there are relevant policies and governing documents in place. They also discuss with auditors the scope and focus of audit work. Each year, the Audit Committee prepares an audit plan and defines joint issues that the audit should focus on. The Audit Committee evaluates the audit work and approves any additional services that the company has engaged from the external auditors. The Committee also assists the Nomination Committee by making a proposal for the company's selected auditor, along with the fees for that work.

The Chair of the Audit Committee is responsible for keeping the entire Board continuously informed about the Committee's work and, as needed, referring any matters to the Board for a decision.

Although the Audit Committee is able to have in-depth discussions with the company's auditors, this does not replace the meetings that the auditors otherwise have with the entire Board of Directors. Such meetings take place at least once per year, typically in conjunction with the annual report.

CEO and Group management

The CEO is responsible for the ongoing administration and running of the company's business. Allocation of work between the Board and the CEO is detailed in the company's rules of procedure for the Board and instructions to the CEO. The CEO keeps the

Board continuously informed about the company's operations, performance and financial position through, among others, monthly reports. The CEO is also responsible for preparing reports and compiling information for Board meetings, along with presenting that information at Board meetings.

Anders Rylander is the President and CEO of Biovica and the other members of the management team are: Cecilia Driving, EVP CFO, Otti Bengtsson Gref, VP R&D, Tomas Andersson, VP Operations, Joakim Arwidson, VP Regulatory and QA, Robert Dann, SVP Marketing and US Business, Helle Fisker, VP Commercial and Henrik Winther, SVP Business Development.

Remuneration and employment terms Board of Directors

At the AGM on 27 August 2020, it was resolved that a fee of SEK 150,000 would be paid to each member of the Board who is not an employee of the company and that the fee paid to the Chairman of the Board would be SEK 400,000. For the 2020/2021 financial year, remuneration to the Board of Directors totaled SEK 1,300,000.

CEO and Group management

Biovica shall offer a market-competitive total compensation package such that it is possible to recruit and retain talent for its executive management team. Compensation shall consist of fixed salary, performance-based remuneration, share savings programs, pension and other remuneration. Together, it comprises an individual's total compensation package.

Fixed salary, which is reviewed each year, shall reflect the individual's areas of responsibility and experience. Performance-based remuneration is based on the individual achieving certain qualitative and quantitative targets. For senior executives, the variable portion of compensation may not exceed 40 percent of fixed salary.

The Board of Directors decides on the remuneration policy for the CEO and Group management team. The policy in place as of the date of this annual report has been designed in accordance with the

guidelines for remuneration to the CEO and Group management that were adopted by the AGM. Individual remuneration to the CEO is proposed by the Remuneration Committee and approved by the Board of Directors. For other members of the Group management team, individual remuneration is proposed by the CEO and approved by the Board.

Details on the total remuneration and other remuneration that has been granted, directly or indirectly, by the Company to its senior executives is provided in Note 10. The Company has not granted any loans to its senior executives.

Auditors

The company's auditor is appointed at the AGM. During the year, the auditor meets with the Board of Directors at various times to present their findings based on the audit of the financial statements and internal controls, ensuring that the requirements of a listed company have been met. For the 2020/2021 financial year, Grant Thornton Sweden AB was appointed as the company's auditor, with Stéphanie Ljungberg as the auditor-in-charge. The company's auditor met with the Audit Committee/Board of Directors on three occasions to present the findings and conclusions from their audits.

Internal control and risk management

The Board of Directors is responsible for internal control at Biovica. For financial reporting, internal control and risk management is a process that has been designed by the Board aimed at providing them, management and others within the organization with reasonable assurance about the reliability of external financial reporting and that it has been prepared in accordance with generally accepted accounting principles, applicable laws & regulations and the requirements for listed companies.

Control environment

The internal control environment is based on allocation of responsibilities and authorities among the members of the Board of Directors, Board committees, the CEO and

other senior executives. The most important components of Biovica's control environment are documented in the rules of procedure for the Board, instructions to the CEO, policies and other governance documents.

Control activities

Appropriate control activities are a prerequisite for managing the significant risks associated with internal control. In order to safeguard its internal control, Biovica has both automated, system-based controls and manual controls, such as reconciliations and physical inventory counts. Financial analyses of the company's results, along with follow-up on plans and forecasts, supplement the controls and provide an overall confirmation of the quality of reporting. This is monitored continuously throughout the year via reports to the Board and at both Audit Committee meetings and Board meetings.

Internal audit

Biovica has set up a governance and internal control system and activities are carried out at various levels of the company regularly to ensure compliance. Based on that, the Board has assessed that, at the present time, there is no need for setting up a special audit function. The Board reconsiders this decision each year.

Information and communication

The company's governing documents in the form of policies, guidelines and manuals on both internal and external communication are regularly updated and communicated via such things as meetings and other relevant company-internal channels. Biovica's information policy governs communication with external partners, which specifies the guidelines on how information is made public. The aim of the policy is to ensure that the company fully and completely fulfills its information obligations in accordance with the applicable laws and regulations.

BOARD CALENDAR

Q1 MAY–JULY	Q2 AUGUST–OCTOBER	Q3 NOVEMBER–JANUARY	Q4 FEBRUARY–APRIL
<ul style="list-style-type: none"> • Board report/CEO evaluation 	<ul style="list-style-type: none"> • Strategy meeting • Annual General Meeting (AGM) • Meeting following election 	<ul style="list-style-type: none"> • Policies 	<ul style="list-style-type: none"> • Budget
<ul style="list-style-type: none"> • Year-end report • Annual report 	<ul style="list-style-type: none"> • Annual General Meeting (AGM) • Q1 Interim report 	<ul style="list-style-type: none"> • Q2 Interim report 	<ul style="list-style-type: none"> • Q3 Interim report

Board of Directors

Biovica's Board of Directors consists of eight ordinary members elected by the AGM, including the Chairman of the Board, who have been elected for the period until the next Annual General Meeting.



LARS HOLMQVIST



ANNIKA CARLSSON BERG



MARIE-LOUISE FJÄLLSKOG, MD, PhD



MARIA HOLMLUND

	LARS HOLMQVIST	ANNIKA CARLSSON BERG	MARIE-LOUISE FJÄLLSKOG, MD, PhD	MARIA HOLMLUND
Born	1959	1963	1964	1956
Ordinary member	Chairman of the Board since 2019	Board member since 2020	Board member since 2020	Board member since 2016
Citizenship	Swedish	Swedish	Swedish	Swedish
Education/background	Executive MBA from INSEAD France. Previously Senior Advisor for healthcare at Bain Capital. Senior management roles in pharmaceutical and medtech companies including: Agilent, Dako, Applied Biosystems Inc. and Medtronic Europe Sarl.	Annika Carlsson Berg has more than 35 years of experience in the pharmaceutical, biotech, Life Sciences and diagnostics industry, of which, 24 years have been in executive positions. Annika is Global Vice President of Quality Assurance & Regulatory Affairs at the Immuno-Diagnostic Division of Thermo Fisher Scientific. Her prior positions were Global Vice President of Quality Assurance, Regulatory Affairs and Medical Affairs at Agilent Technologies, Global Vice President of QA/RA at GE Healthcare and Section Manager at Pfizer. Annika is an analytical chemist and she holds a licentiate's degree in analytical chemistry.	Marie-Louise is an MD, having received here degree in medicine from Uppsala University and she became Associate Professor of Oncology in 2008. Marie-Louise has more than 25 years of experience in clinical oncology, translational research, and drug development. Prior experience includes leading positions at Novartis Institute for Biomedical Research (NIBR), Merus and Infinity Pharmaceuticals.	B.A. in chemistry and biology from Uppsala University and Gothenburg University. M.Sc. from University of North Carolina. More than 30 years of experience working in the field of Life Science and diagnostics. Senior positions in marketing at several major international diagnostic companies.
Current assignments	Board member at: Lundbeck Fonden A/S, H Lundbeck A/S, ALK-Abelló A/S, Naga UK TopCo and Vitrolife AB.	Global Vice President of Quality Assurance & Regulatory Affairs at the ImmunoDiagnostic Division of Thermo Fisher Scientific.	Chief Medical Officer at Sensei Biotherapeutics in Boston, USA. Board member Lytx Biopharma AS.	Board member at Prolight Diagnostics AB (publ)
Holding in the company	Directly and indirectly 523,630 Class B shares, 50,000 TO4 and 50,000 TO7	25,000 TO7	25,000 TO7	9,750 Class B shares, 25,000 TO4 and 25,000 TO7
Independent in relation to the Company, its management and major shareholders.	Yes	Yes	Yes	Yes

**ULF JUNGNELIUS, MD****HENRIK OSVALD****ANDERS RYLANDER****JESPER SÖDERQVIST, PhD**

	ULF JUNGNELIUS, MD	HENRIK OSVALD	ANDERS RYLANDER	JESPER SÖDERQVIST, PhD
Born	1951	1959	1970	1966
Ordinary member	Board member since 2014	Board member since 2019	Board member since 2010 and CEO since 2011	Board member since 2013
Citizenship	Swedish	Swedish	Swedish	Swedish
Education/ background	Oncology Specialist with diploma from Karolinska Institute, along with clinical experience from Radiumhemmet in Stockholm. Dr. Jungnelius has extensive experience in international clinical research & development in the field of oncology. He has held executive positions at several international companies such as Eli Lilly, Pfizer, Takeda and Celgene.	Henrik is CEO at Primas Invest AB and has a portfolio of investments in, for example, the life science sector. He has experience as an entrepreneur and CEO working with distribution and retail. He has also successfully built up major international operations.	M.Sc. in mechanical engineering with focus on industrial economics from KTH Royal Institute of Technology. Previously Senior Manager at Accenture, CTO for ICA AB and founder of Axholmen (consultancy firm).	M.Sc.Eng. from KTH Royal Institute of Technology. Ph.D. in Physics from KTH Royal Institute of Technology and CERN. Previously CEO at Arcoma, Vice President for Elekta AB's neuroscience division, General Manager for mammography at Philips Healthcare and CEO at Sectra Mamea.
Current assignments	CEO at Isofol Medical AB, Board member at Oncopeptides AB, Ryvu Therapeutics and Monocl AB.	Henrik is CEO and a member of the Board of Directors at Primas Invest AB.	Board member at Arinvest AB and Anders Rylander Investment AB.	Jesper Söderqvist is CEO of Boule Diagnostics AB, Board member of Arcoma AB, as well as Board member and CEO of Dekatria AB.
Holding in the company	25,000 TO4 and 25,000 TO7	Directly and indirectly 624,106 Class B shares, 25,000 TO4 and 25,000 TO7	Indirectly 3,575,640 Class A shares, 379,756 Class B shares, 20,000 TO5 and 20,000 TO6	Directly and indirectly 41,085 Class A shares and 38,200 Class B shares, 25,000 TO4 and 25,000 TO7
Independent in relation to the Company, its management and major shareholders.	Yes	Yes	Anders Rylander is (via companies and related parties) Biovica's largest shareholder.	Yes

Senior executives

Biovica's executive management team consists of the President/CEO and seven additional senior executives. There are five men and three women on the executive management team.



	ANDERS RYLANDER	CECILIA DRIVING	TOMAS ANDERSSON	JOAKIM ARWIDSON
Born	1970	1971	1960	1968
Position	President/CEO	EVP and CFO since 2016	VP Operations since 2020	VP RA / QA since 2021
Education/ background	M.Sc. in mechanical engineering with focus on industrial economics from KTH Royal Institute of Technology. Previously Senior Manager at Accenture, CTO for ICA AB and founder of Axholmen (consultancy firm).	Master of Laws and B.Sc. in business administration from Stockholm University. Cecilia has experience working in the fields of Life Sciences, IT, telecommunications and research as CFO and Corporate Counsel. She also has experience working with listed companies, in private equity and with both privately owned and state-owned companies.	Tomas has a university degree in medical laboratory technology and more than 30 years of experience in the Life Sciences field, working with everything from production and logistics, to process development, introduction of new products and quality control. He has been employed in leading positions at Biacore, GE Healthcare and Doxa over the last 20 years. Before Tomas joined Biovica, he was Head of Supply Chain at Olink Proteomics, a company that works with human protein biomarker discovery. For five years in a row, it achieved growth in the range of 50–100 percent by introducing two to three new products per year.	Joakim has a bachelor's degree in computer and electrical engineering from the Institute of Technology at Linköping University (LiTH). He has more than 25 years of experience in QA/RA experience in the Life Sciences field working with development, production, market introduction and market follow-up in North America, Europe and Asia. He has worked specifically with bone densitometry, fluoroscopy and C-frames. During the last ten years, he has held the position of VP Quality and Regulatory at Hermes Medical Solutions, a molecular imaging company that focuses on applications used in oncology and theranostics.
Current assignments	Board member at Arinvest AB and Anders Rylander Investment AB.	Board member at Ovzon AB.	–	–
Holding in the company	Indirectly 3,575,640 Class A shares, 379,756 Class B shares, 20,000 TO5 and 20,000 TO6	20,000 Class B shares, 20,000 TO5 and 20,000 TO6	20,000 TO6	–

**ROBERT DANN****OTTI BENGTSSON GREF****HELLE FISKER****HENRIK WINTHER**

Born	1962	1968	1969	1966
Position	SVP Marketing and US Business since 2020	VP R&D since 2020	VP Commercial since 2021	SVP Business Development since 2020
Education/ background	Robert Dann has and MA in Russian Civilization from University of Chicago and an MBA from Columbia University. He has more than 20 years of experience working in the healthcare industry in a variety of roles, including country manager, head of global launches and strategy formulation. He has worked with cancer care, pharmaceuticals, diagnostics and artificial intelligence at AstraZeneca, GE Healthcare and IBM Watson Health. Robert has been influential in the market launch of several revolutionary products in the healthcare industry.	Licentiate of Medical Science degree in immunology from Uppsala University. Executive MBA from MGruppen. She has more than 20 years of experience working with research, product development and production in both academia and industry. Otti has held several management positions in both development and production at Thermo Fischer and she has extensive experience in product development of in vitro diagnostics. Most recently, Otti worked as R&D Director at CaviDi AB developing, manufacturing and marketing HIV molecular diagnostics.	Helle has an MSc Eng in Biotechnology from the Technical University of Denmark (DTU) specializing in immunology and an Executive MBA from Copenhagen Business School. During the last 20 years, she has held a variety of sales and marketing positions at oncology and cancer diagnostic companies and was influential in implementing several global product launches and commercial strategies for such companies as GSK, Dako (now Agilent) and Leica Biosystems, as well as introducing new products in the European markets for small and medium-sized companies, examples of which are ViroGates and Visiopharm. Before joining Biovica, Helle worked as a strategy and marketing consultant on assignments for such clients as Sysmex, Diaceutics, Tieto and Pathcore, working with advanced nuclear, genetic and digital cancer diagnostics and oncology.	Henrik was Associate Professor in Anatomy, Physiology and Cell Biology at University of Copenhagen prior to taking employment at the diagnostics company, Dako, which was later acquired by Agilent. Henrik held several executive management positions at Dako. He was the R&D Director prior to taking over as Business Area Manager for Companion Diagnostics. Under his management, the business area experienced tenfold growth in both revenue and number of employees. At Agilent, Henrik was appointed Vice President and General Manager of the Companion Diagnostics Division. Prior to joining Biovica, Henrik worked at SVP Business Development at the Swedish diagnostics company, Immunovia.
Current assignments	–	–	–	Board member at SAGA Diagnostics AB.
Holding in the company	20,000 Class B shares, 20,000 TO6	20,000 TO5 and 20,000 TO6	–	20,000 TO5 and 20,000 TO6

Auditor's statement on the corporate governance report

To the AGM of Biovica International AB, CIN 556774- 6150

Assignment and allocation of responsibilities

We have reviewed the corporate governance report for the financial year 2020-05-01 – 2021-04-30 on pages 31–37. The Board of Directors is responsible for the corporate governance report and for ensuring that it has been prepared in accordance with the Annual Accounts Act. Our responsibility is to express an opinion on the corporate governance report based on our review.

Focus and scope of the review

Our review has been conducted in accordance with RevU 16, Auditor's Review of the Corporate Governance Report. This means that we planned and conducted the review with the aim of assessing, with a reasonable degree of assurance, whether the corporate governance report is free from material misstatement. It involves reviewing a selection of the supporting documents for information in the corporate governance

report. We believe that the review has provided us with sufficient basis for our opinions.

Opinions

A corporate governance statement has been prepared. It is consistent with the annual accounts and consolidated accounts, as well as in accordance with the Annual Accounts Act.

Uppsala, 30 June 2021

Grant Thornton Sweden AB

Stéphanie Ljungberg
Authorized Public Accountant

