



Corporate governance report BioGaia AB 2016

Compliance with the Swedish Code of Corporate Governance The purpose of the Code is to strengthen confidence in Swedish listed companies by promoting positive development of the companies' corporate governance. The Code is based on the "comply or explain" principle, which means that a company may deviate from the Code but that any such deviations must be explained.

BioGaia has not deviated from any of the rules set out in the Code.

Corporate governance in BioGaia BioGaia is a Swedish public limited company whose class B shares are listed on the Mid Cap list of NASDAQ Stockholm. The company's corporate governance is exercised through the General Meeting of Shareholders, the Board of Directors, the Managing Director and the Executive Management in accordance with the Swedish Companies Act, the Articles of Association and the Swedish Code of Corporate Governance.

The share capital consists of 740,668 class A shares carrying 10 votes each and 16,595,794 class B shares carrying one vote each.

Articles of Association According to BioGaia's Articles of Association, the company, directly or through subsidiaries or other forms of co-ownership or partnership, shall engage in the development, production, marketing and sale of health-enhancing products in the form of pharmaceuticals, natural health products, dietary supplements, additives for food products and animal feed, suitable delivery systems for these products and other activities compatible therewith. The company is domiciled in Stockholm, Sweden. The Articles of Association can be viewed on BioGaia's website under the heading "Investors/Corporate Governance".

General Meeting of Shareholders The General Meeting of Shareholders is the company's highest decision-making body. The Annual General Meeting (AGM) elects the members of the Board of Directors. In addition, the responsibilities of the AGM include adoption of the company's income statements and balance sheets, approval of the appropriation of disposable profits and discharge from liability for the members of the Board and the President. The AGM also elects the company's auditors.

One shareholder, Annwall & Rothschild Investment AB, holds 8.6% of the share capital and 34.0% of the votes in the company. Other individual shareholders hold less than 10% of the share capital and votes each.

2016 AGM BioGaia's AGM was held on 10 May 2016 and was attended by shareholders representing 59.1% of the total number of votes in the company. The AGM was also attended by the company's Managing Director, the Board members elected by the previous AGM except for Stefan Elving, and all of the Board members elected by the year's AGM except for Stefan Elving, as well as the company's elected auditor.

The AGM resolved on the following proposals, among others:

- Adoption of the annual report
- Discharge from liability for the Board of Directors and the Managing Director
- A dividend of SEK 5.00 per share
- Re-election of sitting Board members Jan Annwall, Ewa Björling, David Dangoor, Stefan Elving, Inger Holmström, Anthon Jahreskog, Brit Stakston and Paula Zeilon
- Re-election of David Dangoor as Board Chairman
- Re-election of the registered auditing firm Deloitte AB
- Board fees of SEK 300,000 to the Board Chairman and SEK 150,000 to each of the other Board members not employed by the company
- Payment of auditor's fees according to approved account
- Principles for remuneration and other terms of employment for senior executives in accordance with the Board's proposal
- Appointment of the Nominating Committee in accordance with the Nominating Committee's proposal

Extraordinary General Meeting on 18 March 2016 An Extraordinary General Meeting was held on Friday, 18 March 2016, at Lundqvist & Lindqvist Klara Strand, Klarabergsviadukten 90, in Stockholm.

The Extraordinary General Meeting of BioGaia AB (publ) on 18 March 2016 resolved on:

- the approval of BioGaia's transfers of 2,250 shares in BioGaia's subsidiary Infant Bacterial Therapeutics AB ("IBT") to each of Eamonn Connolly and Staffan Strömberg; and

- the distribution of all BioGaia's shares, namely 74,066 shares of series A and 1,659,579 shares of series B, in IBT, to BioGaia's shareholders, whereby one (1) series A share in BioGaia shall entitle to one (1) series A share fraction in IBT and one (1) series B share in BioGaia shall entitle to one (1) series B share fraction in IBT. Ten series A share fractions shall entitle to one (1) share of series A in IBT and ten series B share fractions shall entitle to one (1) share of series B in IBT. In the event that a shareholder's holding in BioGaia is not evenly divisible by ten, any excess share fractions that have not entitiled to shares in IBT will be sold, free of brokerage fees, on the respective shareholder's behalf.

2017 AGM The 2017 AGM will be held at 5:00 p.m. on 3 May, at Lundqvist & Lindqvist Klara Strand, Klarabergsviadukten 90, in Stockholm.

Notice of the AGM Notice of the AGM is given through an announcement in the Official Gazette (Post- och Inrikes Tidningar) and on the company's website. An announcement that notice has been given is published in Svenska Dagbladet.

Nominating Committee The task of the Nominating Committee is to prepare recommendations regarding election and remuneration for decision by the AGM.

The 2016 AGM resolved that the Nominating Committee would be appointed according to the following: "The Board Chairman shall convene the three largest shareholders in the company in terms of voting power, each of which has the right to appoint a member to the Nominating Committee together with the Board Chairman. In determining the composition of the Nominating Committee, the largest shareholders in terms of voting power shall be based on the ownership conditions at 30 June 2016. The Nominating Committee shall be chaired by the member representing the largest shareholder at that time. If any of the three largest shareholders should waive its right to appoint a member to the Nominating Committee, the next largest shareholder in order of voting power shall be given the opportunity to appoint a member. The names of the three shareholder representatives shall be made public as soon as they have been appointed, but no later than six months before the 2017 AGM. The term of office shall extend until a new Nominating Committee has been appointed."

In the event that the shareholder represented by a member is no longer one of the three largest shareholders in terms of voting power, and if the Nominating Committee deems it appropriate, the member can resign and a representative for the next largest shareholder in order of voting power can be given the opportunity to replace this member. In the event that an appointed member of the Nominating Committee resigns from the Nominating Committee for some other reason, the shareholder who has appointed the member in question has the right to appoint a new member to the Committee. If this shareholder waives its right to appoint a new representative, the Nominating Committee, if it deems so appropriate in respect of the remaining mandate period, shall ask the next largest shareholder in terms of voting power if it wishes to appoint a representative to the Nominating Committee."

In accordance with the AGM's resolution, the Nominating Committee was appointed and consists of the Chairman of BioGaia AB, David Dangoor, together with Per-Erik Andersson, representing Annwall & Rothschild Investment AB, the company's largest shareholder, Sebastian Jahreskog, who through direct and indirect ownership is the company's second largest shareholder, and Jannis Kitsakis, representing the company's third largest shareholder, Fjärde AP-Fonden. All four members of the Nominating Committee are independent in relation to the company and its management.

The Nominating Committee shall prepare recommendations for the following matters to be put before the 2017 AGM for resolution:

- a) appointment of the Chairman of the AGM
- b) election of the Board of Directors
- c) election of the Board Chairman
- d) election of auditors
- e) fees for members of the Board
- f) fees for the auditors
- g) appointment of the Nominating Committee ahead of the 2018 AGM.

All shareholders have the opportunity to contact the Nominating Committee with recommendations for Board candidates for further evaluation within the framework of the Committee's work. No suggestions or proposals have been submitted to the Nominating Committee as of today's date.



The Nominating Committee presents a written motivation to the AGM for election of Board members. In its motivation, the Nominating Committee gives consideration to diversity and breadth of experience on the Board and strives for an even gender distribution.

Board of Directors According to BioGaia's Articles of Association, the Board shall consist of at least five and at most eight members with no more than three deputies. The Board is elected yearly by the AGM to serve for the period until the end of the following AGM. In 2016 the Board consisted of eight members elected by the AGM, with no deputies. One Board member, Jan Annwall, has been a member of the Board since 1990 and is a major shareholder in the company. Jan Annwall was previously employed by the company as CFO and Executive Vice President, but retired on 1 April 2010. However, Jan Annwall works to a limited extent as a consultant to the company. The seven remaining members are independent in relation to both the company and its management. A presentation of the Board is provided on page 68-69 *enclosure 2*.

BioGaia's legal counsel has been appointed to serve as Secretary at Board meetings. The Managing Director and the Group President are not members of the Board but are co-opted to attend all Board meetings. Other executives in the company take part in Board meetings in order to present reports. The Board has adopted rules of procedure that include instructions for the separation of duties between the Board and President and the structure of Board activities during the year. In addition to the responsibilities that are generally applicable pursuant to Swedish Companies Act, the Articles of Association and the Swedish Code of Corporate Governance, the following are regulated by the Board's rules of procedure:

- At least 5 Board meetings during the year, in addition to the statutory meeting.
- Establishment of the overall objectives for the company's operations and decision on the company's strategy.
- Approval of budgets and similar long-term plans, including the investment budget.
- Matters related to investments and similar in amounts of more than SEK 2 million.
- Decision on the purchase and sale of real estate, shares or the acquisition of another company's operations in amounts of more than SEK 2 million.
- Decision on the formation and capitalization of subsidiaries in amounts of more than SEK 2 million.
- Adoption of the annual report, administration report and interim reports.
- Raising of loans
- Signing of agreements with a term of more than five years.
- Launching of large-scale lawsuits and settlement of disputes of material significance.
- Other matters of material financial or other significance.

Furthermore, the Board has adopted instructions for the President, authorization instructions including instructions for liquidity management and a policy for foreign exchange management. The rules of procedure, President's instructions and authorization instructions are reviewed at least once a year.

Board attendance during 2016 ¹⁾

Members elected by the AGM	Elected in	Born in	Board meetings Attendance/total no of Board meetings	Remuneration Committee Attendance/total no of committee meetings
Board Chairman David Dangoor ²⁾	2003	1949	9/9	2/2
Board member Jan Annwall	1990	1950	9/9	
Board member Ewa Björling ²⁾	2015	1961	9/9	
Board member Stefan Elving ²⁾	2001	1941	7/9	2/2
Board member Inger Holmström ²⁾	2007	1948	8/9	
Board member Anthon Jahreskog ²⁾	2015	1980	9/9	
Board member Brit Stakston ²⁾	2014	1961	9/9	
Board member Paula Zeilon ²⁾	2003	1962	9/9	

¹⁾ All members of the Board who have been prevented from participating in a Board meeting have been given the opportunity to present their views to the Chairman prior to the meeting.

²⁾ Independent in relation to the major shareholders, the company and the company's management.

At the Board meetings, the following are dealt with as needed:

- Business plans
- Business performance monitoring
- Investments
- Strategic matters
- Financial reports
- Major agreements
- Budgetary matters
- Accounting matters

The Board of Directors continuously evaluates its own performance through both open discussions and a written self-assessment. The results of the written assessment are submitted to the Nominating Committee.

Board fees The 2016 AGM resolved that Board fees would be paid in an amount of SEK 300,000 to the Board Chairman and SEK 150,000 to each of the other Board members not employed by the company.

Board Chairman The Chairman supervises the work of the Board and is responsible for ensuring that the Board carries out its duties in accordance with the Swedish Companies Act and the rules of procedure. Through ongoing contact with the Managing Director, the Chairman continuously monitors the company's development and ensures that the Board is provided with the information necessary to carry out its duties. David Dangoor has been Board Chairman since the 2007 AGM.

Managing Director The Managing Director is responsible for overseeing the company's business development and for supervising and coordinating its day-to-day operations. The Board has established instructions for the Managing Director that among other things regulate his management and development of the company and the provision of reports and decision data to the Board. The Managing Director prepares the requisite information and decision data such as reports on the company's finances, the order situation, significant business matters and strategic issues prior to Board meetings, as well as presenting reports and motivating proposals for decision. Furthermore, the Managing Director continuously informs the Board Chairman about the company's financial and business situation. Every year the Board carries out an evaluation of the Managing Director's performance in which no member of the Executive Management is present. In October 2015 BioGaia's Board of Directors decided to appoint Axel Sjöblad as the new Managing Director of BioGaia AB. Peter Rothschild was then appointed as Group President.

Executive Management BioGaia's Group Executive Management consists of the eight individuals who are presented on page 68-69 *enclosure 1*.

The Group's Executive Management is headed by the Managing Director and is responsible for planning, supervising and monitoring the company's day-to-day operations. Minuted meetings are normally held once a month. The responsibilities and powers of the Managing Director are regulated by the Swedish Companies Act and by the instructions that are adopted by the Board. The responsibilities and powers of the Executive Management are defined in the established job descriptions and authorisation instructions.

Remuneration Committee The Board has appointed a Remuneration Committee consisting of Board Chairman David Dangoor and Board member Stefan Elving. The task of the Remuneration Committee is to prepare recommendations for the remuneration and other terms of employment of the President and other senior executives who together make up the Executive Management. The principles for remuneration to senior executives are resolved on by the AGM. The Remuneration Committee prepares its recommendations based on these principles.

Auditors BioGaia's independent auditors are normally appointed by the AGM to serve for a period of one year. The 2016 AGM resolved on re-election of the registered auditing firm Deloitte AB to serve for the period until the end of the AGM to be held in 2017. The auditing firm appointed Birgitta Lööf as Auditor in Charge. By decision of the AGM, auditing fees are paid according to approved account.

The auditors examine the administration of the company by the Board of Directors and the Managing Director and the quality of the company's financial reporting. At the request of the Board, the auditors also review the semi-annual report and the year-end report.

The auditors report the results of their review to the shareholders through an audit report, which is presented to the AGM. In addition, the auditors submit written and oral reports to the Executive Management and the Board. The auditors take part in the Board meeting preceding publication of the year-end report to present the results of their audit of the annual accounts and observations from ongoing examination of the company's internal control during the financial year.

The auditors also submit an auditor's statement on the corporate governance report and a report on the examination of remuneration to senior executives.

Deloitte has provided certain tax-related advice and performed other audit-related services. Information about remuneration to the auditors can be found in Note 6 of the annual report.

Due to the fact that independent Board members have accounting expertise and in view of the Board's ongoing examination of the financial reporting and the company's limited size and transaction volume, the Board has decided not to set up any audit committee. Furthermore, the entire Board of Directors meets with the auditors at least once a year without the presence of the Managing Director or other members of the Executive Management.



The Board's report on internal control over financial reporting for the financial year 2016

Introduction As stated in the Swedish Companies Act, the Swedish Annual Accounts Act and the Swedish Code of Corporate Governance, the Board of Directors is responsible for establishing and maintaining adequate internal control. This description has been prepared in accordance with these rules and provisions and is thereby limited to internal control over financial reporting.

Internal control over financial reporting The Board is responsible for ensuring that the company's organisation is suitably structured so that the financial accounts, cash management and other financial conditions can be controlled satisfactorily. Every year, the Board of Directors adopts rules of procedure for the Board's activities and instructions regulating the division of responsibilities between the Board and the Managing Director. The rules of procedure state which matters require approval or authorisation from the Board. At Board meetings, the Managing Director reports on matters requiring treatment by the Board.

The Managing Director ensures that the Board is provided with the objective, detailed and relevant information needed for the Board to make well founded decisions and that the Board is continuously informed about the company's business development and financial position.

Aside from the rules of procedure between the Board and the Managing Director, BioGaia's control structure is based on the company's organisation and way of conducting operations, where roles and responsibilities are defined. The employees are continuously informed about the importance of good internal control of the financial reporting. The company's financial development is assessed and monitored monthly. Financial reports and summaries are prepared by the Group's finance department and are presented to the Board quarterly and to the Executive Management monthly.

The company's values BioGaia also has a set of shared values and the company's employees are well aware of these (see below). This is ensured through interviews in connection with new hires and through regular workshops with each department.

BioGaia's values:

- My personal commitment is vital for BioGaia's success.
- We are innovative and action-oriented.
- We are business minded and deliver on our promises.
- We are honest, respectful and selfless in what we do and say.

Risk assessment The company works continuously with risk assessment and risk management to ensure that the risks to which the company is exposed are handled within the limits ultimately established by the Board. The Executive Management continuously analyses the company's business processes with regard to efficiency and risks.

This work includes identifying significant risks for misstatements and deficiencies in the financial reporting and ensuring that there are suitable processes and controls in the company's operations to limit these risks. The most critical business processes and the absolutely largest values, in terms of both assets and business/product development, are found in the Parent Company. In addition, the bulk of sales take place in the Parent Company. Processes that are deemed to be of special importance to BioGaia are sales including quality assurance, R&D and manufacturing.

Control activities The risks identified in the financial reporting are managed through a number of control activities in the company's processes. Processes and controls are reviewed and updated regularly in order to detect, prevent and correct any errors or deficiencies. The control structure also includes the division of powers and responsibilities and the Executive Management's monthly review of the company's financial information.

Information and communication BioGaia has information and communication paths that are designed to promote the completeness and accuracy of the financial reporting. Authorisation instructions and policies are distributed to all employees and can be viewed on the company's intranet. Once or twice a year, all of BioGaia's employees meet to increase their knowledge about the company's processes and goals and to exchange information and experiences.

Monitoring The Executive Management performs a yearly evaluation of the effectiveness of internal control. Every year, the company's elected auditing firm, Deloitte AB, also audits a selection of BioGaia's routines and internal controls. The Board then evaluates this information and ensures that measures are taken in respect of the identified deficiencies and resulting recommendations.

The company has no special internal audit function. In light of the company's size and the volume of transactions, together with the expertise in this area possessed by the Board of Directors and the Board's meeting with the independent auditor, the Board has determined that there is no reason to set up a formal internal audit function.

Stockholm, 27 February 2017

David Dangoor
Chairman

Axel Sjöblad
Managing Director

Jan Annwall
Member of the board

Ewa Björling
Member of the board

Stefan Elving
Member of the board

Inger Holmström
Member of the board

Anthón Jahreskog
Member of the board

Brit Stakston
Member of the board

Paula Zeilon
Member of the board

Auditors' report on the corporate governance statement

To the general meeting of the shareholders in BioGaia AB (publ) corporate identity number 556380-8723

Engagement and responsibility

It is the board of directors who is responsible for the corporate governance statement for the financial year from 1 January 2016 to 31 December 2016 on pages 63-65 and that it has been prepared in accordance with the Annual Accounts Act.

The scope of the audit

Our examination has been conducted in accordance with FAR's auditing standard RevU 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

Opinions

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the annual accounts and the consolidated accounts and are in accordance with the Annual Accounts Act.

Stockholm, 10 March 2017

Deloitte AB

Birgitta Lööf
Authorized public accountant



Executive Management



AXEL SJÖBLAD Born 1967. MBA, EMBA, HHS Stockholm. Managing Director. Employed by the company since 2016. Board assignments in the subsidiary TwoPac AB and in Vigmed AB. Holds 0 shares.



MARGARETA HAGMAN Born in 1966. M.B.A. Executive Vice President Accounting, Finance and Investor Relations. Employed by the company since 1996, in current position since 2010. Board assignments in the subsidiary TwoPac AB and in Infant Bacterial Therapeutics (IBT) AB. Holds 7,000 class B shares.



PETER ROTHSCHILD Born in 1950. M.B.A., Group President, founder and principal shareholder of BioGaia. Working Chairman of the subsidiaries TwoPac AB and CapAble AB as well as of the associated company MetaboGen AB. Also Chairman of the Board of Infant Bacterial Therapeutics AB (IBT) and with board assignments in Looft Industries AB and Stiftelsen Allbright. Holds 370,334 class A shares and 379,666 class B shares via Annwall & Rothschild Investment AB.



URBAN STRINDLÖV Born in 1964. Mechanical Engineering. Executive Vice President and Sales Director. Employed by the company since 2004, in current position since 2010. Holds 0 shares.



NIGEL TITFORD Born in 1973. MSc Business Administration and Business Law. Vice President Business Development. Employed by the company since 1999. Holds 540 class B shares.



KRISTINA MAGNUSSON BORG Born in 1961. MSc Nutrition/Biochemistry, Ph. Lic. Clinical Physiology, MBA. Vice President Discovery and Research. Employed by the company since 2015. Holds 1,500 class B shares.



ULRIKA KÖHLER Born in 1966. BSc Biology with extended studies in microbiology, Ph. Lic. Vice President Marketing and Product Development. Employed by the company since 2013. Holds 0 shares.



HELEN OLSSON Born in 1965. Studies in Human Resources Management. Vice President Human Resources Manager. Employed by the company on a consulting basis since 2013, in current position since 2015. Holds 0 shares.



KATAYOUN WELIN-BERGER Born in 1968. PhD Pharmacology. Vice President Operations. Employed by the company since 2014. Holds 600 class B shares.

Group President



Board of Directors



DAVID DANGOOR Born in 1949. Board Chairman. Elected to the board 2003. MBA. Marketing and PR Consultant. President of Innoventive Partners LLC. Former Vice President and Marketing Director Philip Morris USA och Philip Morris International. Other board assignments: The Feinstein Institute for Medical Research, Manhasset, New York, New York City Ballet Inc., School of Creative Leadership, Berlin University och Svensk-Amerikanska Handelskammaren (ordförande 1997–2001) among others. Holds 518,918 class B shares directly and 50,000 class B shares via private company.



EWA BJÖRLING Born in 1961. Elected to the Board in 2015. Doctor of Dentistry, Doctor of Medicine and Associated Professor at the Karolinska Institute. Former member of the Swedish Riksdag and Minister for Trade in the Swedish Government from 2007 to 2014. Minister for Nordic Cooperation from 2010 to 2014. Other board assignments: SCA, Mobilis AB, KAK, Rehman & Partners Global Assessment advisory board. Holds 0 shares



INGER HOLMSTRÖM Born in 1948. Elected to the Board in 2007. MA in Language and Linguistics and a degree in journalism. Senior Partner, Priority. Former Corporate Communications Director at Coop Norden, Posten and Vattenfall. Other board assignments: Järna akademi. Holds 500 class B shares.



ANTHON JAHRESKOG Born in 1980. Elected to the Board in 2015. MSc Financial Management. Former Chief Operating Officer Fund Linked Products at Credit Suisse Investment Bank, London. Holds 0 shares.



PAULA ZEILON Born in 1962. Elected to the Board in 2003. MSc Engineering. Partner in Conlega affärs-konsultbolag. Former President of Life Science Foresight Institute and former Marketing Director at Amersham Biosciences AB. Other board assignments: Nanologica AB. Holds 1,000 class B shares.



STEFAN ELVING Born in 1941. Elected to the Board in 2001. Former Marketing Director and Executive Vice President of Icahandlarnas AB. Holds 0 shares.



JAN ANNWALL Born in 1950. Elected to the Board in 1990. M.B.A. Former Executive Vice President and CFO of BioGaia AB. Founder and principal shareholder in BioGaia AB. Other board assignments: Infant Bacterial Therapeutics (IBT) AB. Holds 370,334 class A shares and 379,666 class B shares via Annwall & Rothschild Investment AB.



BRIT STAKSTON Born in 1961. Elected to the Board in 2014. Media Strategist and Communication Consultant. Owner of Stakston AB and founder of the reportage site Blankspot. Member of Presstödsnämnden. Holds 0 shares.