

**EXPLANATORY NOTES TO THE AGENDA OF AN  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGM")  
OF CRYO-SAVE GROUP N.V. (THE "COMPANY")**

to be held on Wednesday 19 March 2014 at 14:00 hours CET at the Hilton Amsterdam Airport Schiphol,  
Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands.

1. Opening and announcements
2. Appointment of Mr. Frédéric Amar as executive director \*
3. Any other business
4. Closing

The agenda items marked \* are for voting. All other agenda items are discussion items. These explanatory notes to the agenda are available free of charge at the Company's offices in Zutphen, the Netherlands and can be downloaded from the Company's website, [www.cryo-save.com/group](http://www.cryo-save.com/group).

### **Introduction**

These explanatory notes should be read in conjunction with the agenda for an extraordinary general meeting of shareholders ("EGM") of Cryo-Save Group N.V. (the "Company") to be held on Wednesday 19 March 2014. The paragraph numbering below corresponds with the numbering of the agenda items.

On 05 February 2014, the Board of Directors of the Company Cryo-Save has decided to nominate Mr. Frédéric Amar to be the new Executive Director and CEO of the Company. Mr. Frédéric Amar is currently Non-Executive Director of Cryo-Save.

Mr. Frédéric Amar and Salveo Holding S.A. ("Salveo"), a company affiliated to Mr. Frédéric Amar, are collectively a 27% shareholder of the Company.

The EGM has been convened in order have the shareholders vote on the nomination by the Board of Directors.

All proposals submitted to the EGM are fully supported and recommended by the Board of Directors.

- 1. Opening and announcements**
- 2. Appointment of Mr. Frédéric Amar as executive director**

It is proposed by the Board of Directors to appoint Mr. Frédéric Amar as executive director for a period of 4 years until the annual general meeting of shareholders of 2018.

#### Brief Biography of Mr. Frédéric Amar

Mr. Amar (1964, French nationality) obtained a degree in Crystallography (1990) and a degree in Pharmacy (Pharm.D.) from the Université de Pharmacie of Marseilles (1992). In 1995, Mr. Amar founded A Telecom S.A., a Marseilles based private telecom operator concentrated on business customers, which after reaching 1 million minutes voice traffic per day and a headcount of 400 employees was sold to Tiscali S.p.A. in March 2000. In November 2011, Mr. Amar founded Salveo Biotechnology S.A., a Genève based private laboratory specialized in stem cells cryopreservation and cell culture and involved in cellular therapeutic applications research, with a presence in Italy, Spain, Switzerland and Ukraine.

Mr. Frédéric Amar was appointed non-executive director at the EGM of 21 November 2013. Mr. Amar has a strong scientific background and track record creating and managing companies as well as a deep knowledge about the technique of and markets for stem cells cryo-preservation. The Board of Directors expects that Mr. Amar will accelerate the initiated turnaround of the company and create value for shareholders and other stakeholders.

The proposed remuneration for Mr. Amar - which is in accordance with the Company's remuneration policy as adopted by the shareholders meeting in 2009 - consists of the following

Fixed annual board fee: € 275.000

Short term (variable) annual board fee: up to 100 % of the annual board fee depending on the achievement of certain EBITDA related objectives.

Termination fee: In case of premature termination by Cryo-Save: 100 % of the fixed annual board fee

Notice period in case of premature termination: 6 months for Cryo-Save; 3 months for Mr. Amar

Because of his share interest in the Company, Mr. Amar is not considered to be independent in the meaning of the Dutch Corporate Governance Code.

**3 Any other business**

**4 Closing**

Zutphen, 5 February 2014