

The nomination committee's of Orexo AB (publ) motivated opinion regarding proposals of the board of directors at the annual general meeting 2020

Background

In accordance with the resolution by Orexo's annual general meeting 2019, a nomination committee was announced on 14 October 2019. The nomination committee consists of Martin Nicklasson (chairman of the board), Christian Salling (Novo Holdings A/S and chairman of the nomination committee), Björn Odlander (HealthCap) and Claus Berner Møller (Arbejdsmarkedets Tillaegspension).

The nomination committee has met three times and has had several telephone meetings and interactions via e-mail. Particular focus has been given to the board composition, to how the board of directors functions as a team and to find replacements for directors not standing for re-election. At these meetings and interactions, the nomination committee has discussed the annual evaluation of the board work. The nomination committee has also evaluated the level of remuneration of the board of directors.

The nomination committee's proposals

The nomination committee makes the following proposals to Orexo's board:

- that the board of directors shall consist of eight board members with no deputy members,
- that the board members Staffan Lindstrand, David Colpman, Kirsten Detrick, Henrik Kjær Hansen, Fred Wilkinson and Mary Pat Christie are re-elected, and that James Noble and Charlotte Hansson are elected as new members of the board, all for the period up until the end of the next annual general meeting. Martin Nicklasson and Kristina Schauman has declined re-election, and
- that James Noble is elected as chairman of the board.

Motivated opinion

The nomination committee has, as basis for its work, been provided with an evaluation of the board of directors and its work which has been made by the chairman of the board of directors. The evaluation consisted of a detailed questionnaire regarding the work of the board of directors during 2019. The chairman of the board of directors has compiled these questionnaires from all board members and reported on how the boards work has been conducted. The number of board members and its composition as regards, inter alia, experience of the industry and qualification has been discussed. In relation to the composition of the board of directors, the provisions of rule 4.1 of the Swedish Code of Corporate Governance has been applied as diversity policy and with regard to the objectives of that policy. This has resulted in the nomination committee's proposal in accordance with the above.

Based on, inter alia, the evaluation described above, the nomination committee has been given a positive impression of the board of directors' work during 2019. Further, the nomination committee is of the opinion that the board members complement each other well as regards qualifications and experiences, but that new skills regarding both financial and overall pharmaceutical business understanding are desirable in order to fill the skills gap created when two directors are not standing for re-election. It is the opinion of the nomination committee that

diversity perspectives are also of importance in the board composition. Based on the evaluation made, the nomination committee proposes that the annual general meeting 2020 re-elects Staffan Lindstrand, David Colpman, Kirsten Detrick, Henrik Kjær Hansen, Fred Wilkinson and Mary Pat Christie as board members and elects James Noble and Charlotte Hansson as new board members, all for the period up until the end of the next annual general meeting. Martin Nicklasson and Kristina Schauman has declined re-election. The nomination committee has assessed that the proposed eight-member strong board, represents adequate competencies and capacity. The nomination committee has further resolved to propose that James Noble is elected as chairman of the board of directors.

The nomination committee has searched for new board members to succeed Martin Nicklasson and Kristina Schauman. The nomination committee is pleased to propose James Noble and Charlotte Hansson as new board members. James Noble provides a vast experience from the pharmaceutical and biotech industry and Charlotte Hansson comes with a deep knowledge and experience in the financial field. Both are passionate about the important task Orexo is undertaking.

A presentation of the persons proposed by the nomination committee to be re-elected board members is available at www.orexo.com and a presentation of the persons proposed for election is included in the nomination committee's proposal to the annual general meeting 2020.

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Orexo AB (publ)
The nomination committee