

## **Notice of Extraordinary General Meeting in Orexo AB (publ)**

**Orexo AB (publ), Reg. No. 556500-0600, with its registered office in Uppsala, gives notice of the Extraordinary General Meeting to be held on 26 October 2023 at 15:00 CEST at Advokatfirman Vinge's premises at Smålandsgatan 20, SE-111 46 Stockholm, Sweden.**

### ***Right to participate in the Extraordinary General Meeting and notice of participation***

A shareholder who wishes to participate in the General Meeting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 18 October 2023, and (ii) no later than 20 October 2023 give notice by post to Box 303, 751 05 Uppsala, Sweden, via e-mail to [lena.wange@orexo.com](mailto:lena.wange@orexo.com), or by telephone +46 (0)018-780 88 00. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants), as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, [www.orexo.se](http://www.orexo.se). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 25 October 2023.

### ***Nominee-registered shares***

To be entitled to participate in the General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 18 October 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 20 October 2023 are taken into account when preparing the share register.

### ***Proposed agenda***

1. Opening of the General Meeting.
2. Election of chairman of the General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons who shall approve the minutes.
6. Determination of whether the General Meeting has been duly convened.
7. Determination of number of members of the board of directors.
8. Determination of remuneration to the board of directors.
9. Election of new member of the board of directors.
10. Closing of the General Meeting.

***Proposals regarding chairman of the meeting, the board of directors and auditors (items 2, 7, 8 and 9)***

The nomination committee of Orexo, which consists of James Noble (chairman of the board), Christian Salling (Novo Holdings A/S and chairman of the nomination committee), Claus Berner Møller (Arbejdsmarkedets Tillaegspension) and Patrik Walldov (Anders Walldov, incl. indirect holding via Brohuvudet AB), proposes:

- that Rikard Lindahl, member of the Swedish Bar Association, from Advokatfirman Vinge, is elected chairman of the meeting (item 2),
- that the board of directors shall continue to consist of eight board members with no deputy members (item 7),
- that the remuneration to the members of the board of directors and the committees resolved at Annual General Meeting on 18 April 2023 shall continue to apply and shall, if applicable, be distributed pro rata to the chairman and the ordinary members of the board of directors, respectively, elected by each general meeting. Robin Evers shall not receive the additional board fee for acquisition of shares in Orexo (item 8), and
- that Robin Evers is elected as new member of the board of directors for the period until the end of next Annual General Meeting and will replace the board member Henrik Kjær Hansen, who has announced that he will resign from the board of directors in connection with the Extraordinary General Meeting (item 9).

The nomination committee has been informed that Orexo's largest shareholder, Novo Holdings A/S, intends to propose Henrik Kjær Hansen as their representative in the nomination committee, who will thus become the chairman of the nomination committee to be formed ahead of the Annual General Meeting 2024, replacing Christian Salling.

Information about the proposed new member of the board of directors follows below.

Robin Evers (born 1970) holds a Bachelor of Science in Molecular Biology from University of Portsmouth and has studied management at Reading University, Berkshire. Robin Evers has over 30 years' experience in Research and Development and is currently, among other things, Senior Vice President and a senior executive in the R&D leadership team of Novo Nordisk A/S (Head of Global Regulatory Affairs & Global Safety, Medical Writing and R&D Quality). Robin Evers has previously been a member of the EFPIA Scientific, Technical and Regulatory Policy Committee (STRPC), Chair of the Healthcare Council for EuropaBio, Board member of the EuropaBio biotechnology trade association and Director of Pfizer Development Services Ltd. Robin Evers holds no shares in Orexo. Robin Evers is independent in relation to major shareholders as well as the company and its management.

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***Shareholders' right to obtain information***

Shareholders are reminded of their right to, at the General Meeting, obtain information from the board of directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to Box 303, 751 05 Uppsala, Sweden or via e-mail to [lena.wange@orexo.com](mailto:lena.wange@orexo.com).

### ***Number of shares and votes***

There are 34,710,639 shares outstanding in Orexo, corresponding to 34,710,639 votes. As of the date of this notice, the company holds 294,866 own shares.

### ***Documentation***

Supporting documents are available at the company's office at Rapskatan 7E, 754 50 Uppsala, Sweden, and on the company's website [www.orexo.se](http://www.orexo.se), no later than three weeks before the General Meeting. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

### ***Processing of personal data***

For information on how your personal data is processed, see the integrity policy that is available on Euroclear's website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

*This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.*

Uppsala, October 2023

**Orexo AB (publ)**

*The board of directors*