

Press release

Report from Orexo AB's annual general meeting, 16 April 2020

Election of the board of directors and auditor

The annual general meeting in Orexo AB (publ) on 16 April 2020 resolved, in accordance with the nomination committee's proposal, that the number of board members shall be eight with no deputy board members. Staffan Lindstrand, David Colpman, Kirsten Detrick, Henrik Kjær Hansen, Fred Wilkinson and Mary Pat Christie were re-elected as ordinary board members. James Noble and Charlotte Hansson were elected as new members of the board. James Noble was elected as chairman of the board. Ernst & Young Aktiebolag was re-elected as auditor.

Fees to the board of directors and the auditor

The annual general meeting also resolved on fees to the board of directors in accordance with the nomination committee's proposal. The fees to the board of directors shall amount to SEK 3,550,000 to be allocated as follows: SEK 900,000 to the chairman and SEK 300,000 to each of the other board members, and in total SEK 400,000 to be allocated to the members of the audit committee so that the chairman of the committee receives SEK 200,000 and SEK 200,000 are allocated in equal parts between the other members of the committee, and in total 150,000 to be allocated to the members of the remuneration committee in equal parts between the members of the committee, and that fees to the auditor shall be paid against approved accounts.

Remuneration guidelines for the management

The annual general meeting approved the board of directors' proposal regarding new guidelines for remuneration to the management.

Nomination committee

The annual general meeting resolved to adopt procedures for the appointment of the nomination committee for the annual general meeting 2021 substantially in accordance with the same procedure as the preceding year.

Approval of income statement and balance sheets, appropriation of the company's profit or loss and discharge from liability

The annual general meeting approved the income statement and the balance sheet for the parent company, as well as the consolidated income statement and the consolidated balance sheet for the financial year 2019. It was resolved, in accordance with the board of directors' proposal, that there shall be no dividend for 2019 and that the results of the company shall be carried forward. The meeting also discharged the members of the board and the managing director from liability for the financial year 2019.



Authorization to issue new shares

The annual general meeting resolved to authorize the board of directors to resolve to issue new shares on one or several occasions until the next annual general meeting, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or otherwise on special conditions. However, such issue of shares must never result in the company's issued share capital or the number of shares in the company at any time, being increased by more than a total of 10 per cent. The purpose of the authorization is to enable the board to make corporate acquisitions, product acquisitions or to enter into collaboration agreements, or to raise working capital or broaden the shareholder base.

Authorization to repurchase and transfer shares

The annual general meeting resolved to authorize the board of directors to resolve to repurchase, on one or several occasions until the next annual general meeting, as many own shares as may be purchased without the company's holding at any time exceeding 10 per cent of the total number of shares in the company. Further, it was resolved to authorize the board of directors to resolve, on one or several occasions until the next annual general meeting, to transfer (sell) own shares.

The purpose of the authorization to repurchase own shares is to promote efficient capital usage in the company, to provide flexibility as regards the company's possibilities to distribute capital to its shareholders and for use in the context of the company's incentive plans. The purpose of the authorization to transfer own shares is to enable the board to make corporate acquisitions, product acquisitions or enter into collaboration agreements, or to raise working capital or broaden the shareholder base or for use in the context of the company's incentive plans.

Amendment to LTIP 2011/2021

The annual general meeting resolved, in accordance with the board's proposal, to amend the performance-based long-term incentive program with stock options for the chief executive officer, senior management and key employees within the Orexo group, LTIP 2011/2021, to include a cash alternative, entailing that a stock option may, subject to the approval of the board of directors, be satisfied through payment of a cash amount that is equal to the value of the Orexo share on the date of the request for exercise, less the applicable strike price for the acquisition of shares.

Reduction of the share capital with cancellation of class C shares and bonus issue

The annual general meeting resolved, in accordance with the board's proposal, to reduce the company's share capital with a maximum of SEK 337,188.40 for allocation to unrestricted equity by cancellation of the 842,971 acquired own class C shares that were held by the company on the day of the notice to the annual general meeting, as well as to increase the company's share capital through a bonus issue with a maximum of SEK 337,188.40 with the amount being transferred from unrestricted equity. The bonus issue shall be carried out without the issuance of new shares.



Complete proposals regarding the resolutions by the annual general meeting in accordance with the above together with the presentation from the managing director's speech are available at Orexo's website, www.orexo.com.