

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 18 December 2024 at 11:00 CET 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 10 December 2024, and (ii) no later than 12 December 2024 give notice by post to Box 303, SE-751 05 Uppsala, Sweden, via e-mail to 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. 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 17 December 2024.

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 10 December 2024. 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 12 December 2024 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), Henrik Kjær Hansen (Novo Holdings A/S and chairman of the nomination committee), Claus Berner Møller (Arbejdsmarkedets Tillaegspension) and Stefan Hansson (private investor), 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 consist of six board members with no deputy members (item 7),
- that Friedrich von Bohlen und Halbach shall receive board remuneration, pro rata to his mandate period, in accordance with the resolution of the Annual General Meeting on 26 April 2024. Furthermore, Friedrich von Bohlen und Halbach shall receive the additional board fee for acquisition of shares in Orexo, also pro rata to his mandate period. The resolution of the Annual General Meeting on 26 April 2024 regarding board remuneration shall continue to apply in all other respects (item 8), and
- that Friedrich von Bohlen und Halbach is elected as new member of the board of directors for the period until the end of next Annual General Meeting (item 9).

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

Friedrich von Bohlen und Halbach (born 1962) holds a PhD in Neurobiology from the Swiss Federal Institute of Technology, Switzerland, and a Diploma in Biochemistry from University of Zurich, Switzerland. Friedrich von Bohlen und Halbach is currently Chief Executive Officer of Molecular Health, Board Member of Heidelberg Pharma and Chair of Apogenix. Friedrich von Bohlen und Halbach has previously been Managing Partner and Co-founder of Dievini, Interim Chief Executive Officer of Agennix, Chief Executive Officer and Co-founder of Sygnis Pharma and Chief Executive Officer of Wasag. Examples of previous Board experiences are: Board Member of Immatix, Vice Chair of Curevac, Board Member of AC Immune, Board Member of Cosmo Pharmaceuticals, Vice Chair of 2Invest, Vice Chair of Tripos, Board Member of Agennix, Chair of Life Biosystems, Board Member of Wilex, Board Member of Oncoscore, Board Member of Cellzome, Board Member of Curacyte, Board Member of Cytonet and Board Member of Wyss Zurich. Friedrich von Bohlen und Halbach holds no shares in Orexo. Friedrich von Bohlen und Halbach is independent in relation to major shareholders as well as the company and its management.

The Nomination Committee has informed the company that it intends to propose Friedrich von Bohlen as the new Chairman of the Board at the 2025 Annual General Meeting, when James Noble has announced his retirement as Chairman of the Board.

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, SE-751 05 Uppsala, Sweden or via e-mail to 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 205,413 own shares.

Documentation

Supporting documents are available at the company's office at Rapskatan 7E, SE-754 50 Uppsala, Sweden, and on the company's website 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.

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, November 2024

Orexo AB (publ)

The board of directors