

## The nomination committee's proposals to the annual general meeting 2020

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The nomination committee of Orexo, which 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), proposes:

- that Rikard Lindahl is elected chairman of the meeting,
- that the board of directors shall consist of eight board members with no deputy members,
- that the number of auditors shall be one with no deputy auditors,
- that 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 SEK 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,
- 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,
- that James Noble is elected as chairman of the board, and
- that Ernst & Young Aktiebolag is re-elected as auditor for the period up until the end of the next annual general meeting. The proposal is in accordance with the recommendation by the audit committee.

A presentation of the persons proposed by the nomination committee to be re-elected as board members is available at [www.orexo.com](http://www.orexo.com) and a presentation of the persons proposed for election follows below.

### **Presentation of James Noble**

Born: 1959

James Noble has vast experience from the pharmaceutical and biotech industry. He brings more than 30 years of industry experience from both private and public sector markets. James was the co-founder as well as the CEO of Adaptimmune between 2014 and 2019. Prior to joining Adaptimmune, James served as the CEO of Immunocore from 2007 until 2014. Other previous positions include CEO at MediGene, Finance Director at British Biotechnology, Director Corporate Finance at Kleinwort Benson Group and Chartered Accountant at PricewaterhouseCoopers. James currently serves on the board of Adaptimmune and GW Pharmaceuticals and has previous board experience from Immunocore, Strata Skin Sciences, Astaire Group, Afriag Global, Axellis, Evolve Capital, MediGene, GW Pharmaceuticals and CuraGen Corporation. James holds an M.A. in Literature from Oxford University.

James Noble holds no shares in Orexo. James Noble is considered to be independent of the company and its executive management and is considered to be independent in relation to the company's major shareholders.

## **Presentation of Charlotte Hansson**

Born: 1969

Charlotte Hansson has extensive experience from various industries and geographical markets as well as from organizational restructuring and business development in different stages of a company's life cycle. Charlotte's most recent role is as the CFO of Systembolaget, a role which she has held since 2015. Between 2013 and 2014, Charlotte was the Group CFO and Executive Vice President of Cision. Earlier positions include Group CFO at Addici, Business Area Controller at Modern Times Group MTG and Business Controller at AssiDomän. Charlotte holds a Master of Science in Business and Administration from Handelshögskolan at the University of Gothenburg.

Charlotte Hansson holds no shares in Orexo. Charlotte Hansson is considered to be independent of the company and its executive management and is considered to be independent in relation to the company's major shareholders.

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**Orexo AB (publ)**  
The nomination committee