

Corporate governance

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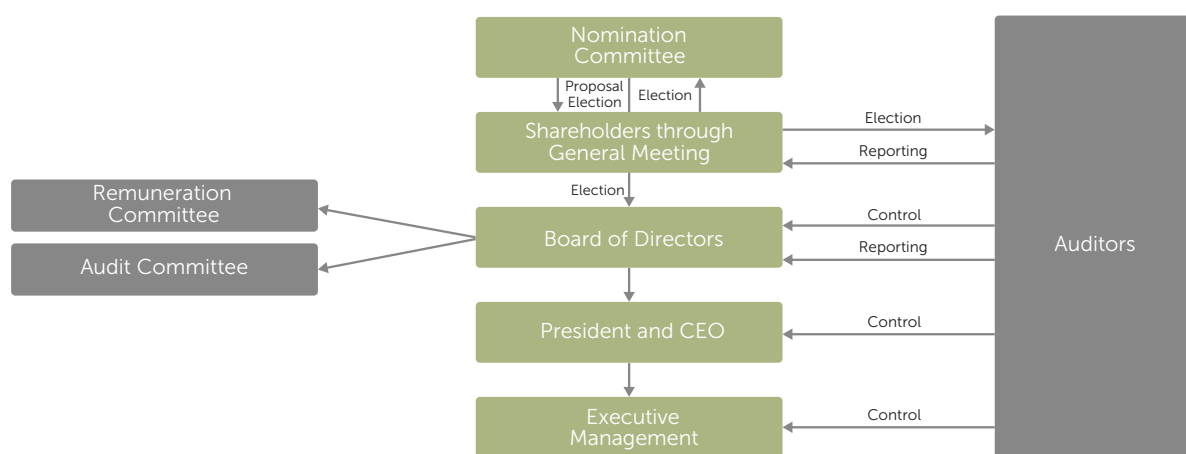
Photo: Jenny Lagerqvist.

Corporate governance report for Orexo AB (publ)

Orexo is a Swedish public limited liability company, with its registered office in Uppsala, Sweden. The company's shares are listed on Nasdaq (Mid Cap) Stockholm under the symbol ORX and with American Depositary Receipts (ADRs) traded on OTCQX under the symbol ORXOY. Corporate Governance in Orexo is based on applicable laws, rules and recommendations such as the Swedish Code of Corporate Governance ("the Code"), Orexo's articles of association and internal regulations and guidelines.

The aim of corporate governance at Orexo is to create a clear division of roles and responsibilities between shareholders, the Board of Directors and Management.

Internal governance, control and risk management concerning financial reporting are fundamental factors in Orexo's business control.



The governance, management and control of Orexo are divided between the General Meeting of Shareholders, the Board of Directors and the President.

Examples of external regulations influencing corporate governance

- Swedish Companies Act
- Regulations governing external reporting, such as the accounting law and the Annual Report law
- Nasdaq Stockholm rules for issuers
- OTCQX rules for companies trading ADRs on OTCQX
- Swedish Code of Corporate Governance (the Code, www.bolagsstyrning.se)

Examples of internal rules of significance for corporate governance

- Articles of Association
- Formal work plan for the Board of Directors (including terms of reference for Board Committees)
- Terms of reference for the President
- Guidelines for remuneration of senior executives
- Finance policy
- IR policy
- IT policy
- Financial guidelines
- HR guidelines
- Business Compliance and Ethics code

Shareholders

Orexo's share has been listed on Nasdaq Stockholm since 2005. At year-end, the total number of shares amounted to 34,710,639 (34,710,639), distributed among 7,272 shareholders (8,814).

The 10 largest shareholders held 58.3 percent (61.7) of the outstanding shares, management 0.4 percent (0.5) and other shareholders 41.3 percent (37.8). At December 31, 2021 one shareholder held shares representing 10 percent or more of the company – Novo Holding A/S, 27.8 percent. Non-Swedish shareholders accounted for approximately 43 percent (47) of the total number of shares. Institutions and industrial owners hold the majority of shares. At year-end, 74 percent (78) of the shares were held by legal entities, and 26 percent (22) by private individuals. Since November 13, 2013, the share is available in the US as an ADR on the OTCQX market.

Articles of Association

The Articles of Association are adopted by the General Meeting of Shareholders and outline a number of mandatory tasks of a fundamental nature for the company. Notification of the convening of the General Meetings is issued through an advertisement being placed on Orexo's website and in Post-och Inrikes Tidningar (Official Swedish Gazette). Confirmation that a General Meeting has been convened shall be announced in the Svenska Dagbladet newspaper. The Articles of Association state that Orexo shall conduct research and development, and manufacture, market and sell pharmaceuticals and diagnostic preparations. Orexo's Articles of Association also state that the Board of Directors shall have its registered office in Uppsala, Sweden, and shall consist of a minimum of three and a maximum of nine members, with a maximum of three deputies. The Articles of Association contain no special provisions on the appointment or dismissal of Board members. Amendments to the Articles of Association are made in accordance with the provisions of the Swedish Companies Act following a resolution of the General Meeting. The complete Articles of Association are available at www.orexo.com.

Annual General Meeting

Orexo's highest decision-making body is the General Meeting, at which every shareholder who is entered in the share register and who has provided notification of their attendance within the stipulated time is entitled to participate and vote for the amount of shares held. Shareholders can also be represented by proxy at General Meetings. One share entitles the holder to one vote at General Meetings, and there are no limits as to how many votes each shareholder can cast at a General Meeting. Resolutions at General Meetings are passed with a simple majority, unless the Companies Act stipulates a higher percentage of the shares and votes represented at the Meeting.

The Annual General Meeting elects members to the Board of Directors and sets Board fees. The other mandatory tasks of the Annual General Meeting include adopting the company's balance sheet and income statement, passing resolutions on

the appropriation of earnings from operations, remuneration guidelines for senior executives and decisions concerning discharge from liability for Board members and the President. The Annual General Meeting also elects the company's auditor and sets the auditors' fees. In accordance with the Articles of Association, the Annual General Meeting shall be held in either Uppsala or Stockholm.

Annual General Meeting 2021

The Annual General Meeting was held on Tuesday, April 13, 2021 in Uppsala. At the Meeting:

- James Noble, Staffan Lindstrand, Henrik Kjaer Hansen, David Colpman, Kirsten Detrick, Mary-Pat Christie, Fred Wilkinson and Charlotte Hansson were re-elected as Board members.
- James Noble was re-elected as new Chairman of the Board.
- Ernst and Young Aktiebolag was re-elected as auditor.
- A resolution was adopted that fees for Board members should amount to SEK 3,550,000, with SEK 900,000 paid to the Chairman of the Board, SEK 300,000 to each of the other Board members, and a total of SEK 400,000 distributed between the members of the Audit Committee, so that the Chairman of the committee receives SEK 200,000 and SEK 200,000 is distributed between the other committee members for their work on 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 should be paid against approved accounts.
- Further, the annual general meeting resolved on an additional board fee in accordance with the nomination committee's proposal to the board members James Noble, David Colpman, Kirsten Detrick, Fred Wilkinson, Mary Pat Christie and Charlotte Hansson of SEK 950,000, subject to (i) the board member's acquisition of shares in Orexo for the entire part (after taxes) of such additional board fee as soon as possible following the annual general meeting's resolution and the pay-out of the additional board fee, and (ii) the board member's commitment not to sell the shares during the board member's entire tenure on the Orexo board. The additional board fee is to be allocated as follows: SEK 450,000 to the chairman, corresponding to 50 percent of the ordinary board fee to the chairman, and SEK 100,000 to each of David Colpman, Kirsten Detrick, Fred Wilkinson, Mary Pat Christie and Charlotte Hansson, corresponding to 33 percent of the ordinary board fee to such board members. In the event that the board member, before the succeeding annual general meeting, is dismissed due to breach of his/her obligations as a board member or leaves the board at his/her own request, the board member must repay the entire additional board fee (after taxes).
- The Board's motion concerning guidelines for remuneration to the management was approved.
- The motion concerning the appointment of a Nomination Committee for AGM 2022 was approved.

- The balance sheet and income statement for the parent company and the Group for the 2020 fiscal year were adopted. It was resolved that there should be no dividend for 2020 and that the results of the company shall be carried forward.
- The Annual General Meeting granted Board members and the President discharge from liability for the 2020 fiscal year.
- A resolution was adopted in accordance with the Board's proposal concerning authorization of the Board to resolve to issue shares.
- A resolution was adopted in accordance with the Board's proposal concerning authorization of the Board to repurchase and transfer the company's own shares.
- A resolution was adopted in accordance with the Board's proposal concerning to adopt a long-term incentive program for senior executives and key employees within the Orexo group.
- The annual general meeting resolved, in accordance with the board's proposal, to make certain amendments to the articles of association as a result of statutory amendments and the annual general meeting's resolution to cancel all of the company's outstanding class C shares on 16 April 2020.
- The Board's motions concerning a long-term incentive program for senior executives and key employees and a long-term incentive program for for certain Global Management Team employees and US Leadership Team employees were approved.

Complete information about the 2021 Annual General Meeting can be found at www.orexo.com.

Annual General Meeting 2022

The Annual General Meeting of Orexo AB will be held on Tuesday, April 21, 2022. Full information about the Annual General Meeting can be found on the company's website, <https://orexo.com/about-us/corporate-governance/>.

Nomination Committee

The 2021 Annual General Meeting adopted a resolution that the Company should have a Nomination Committee. The Nomination Committee represents the company's shareholders. It is tasked with creating the best possible basis for the General Meeting's resolutions regarding the election of Board members and Board fees and with submitting proposals concerning, for example, the appointment of auditors and auditors' fees. The Nomination Committee comprises representatives of the three largest shareholders in terms of voting rights as per September 30, 2021, in addition to the Chairman of the Board. The composition of the Nomination Committee was announced on Orexo's website and in a press release on November 1, 2021. The Committee held 2 (11) meeting during the year.

Through the Chairman of the Board, the Nomination Committee reviewed the evaluation of the Board's work and received information regarding developments in the company. The principal requirements to be imposed on the Board of Orexo and the importance of independent Board members were discussed.

No special remuneration was paid for participation in the Nomination Committee.

Nomination Committee for the Annual General Meeting 2021:

Name	Representatives
Christian Salling	Novo Holding A/S, and Chairman of the Nomination Committee
Patrik Walldov	Representantative for Anders Walldov (incl. indirect holding via Brohuvudet AB)
Claus Berner Møller	Arbejdsmarkedets Tillaegspension (ATP)
James Noble	Chairman of the Board of Orexo

Combined, the Nomination Committee represents about 38 percent of the number of shares and votes in the company, based on shareholder data at the time of appointment.

Composition of the Board

Name	Function	Independent	Elected	Present at Board meetings	Present at Remuneration Committee	Present at Audit Committee
James Noble	Chairman of the Board	■	2020	16/16	2/2	4/4
David Colpman	Board member	■	2015	16/16	2/2	–
Charlotte Hansson	Board member	■	2020	16/16	–	4/4
Henrik Kjaer Hansen	Board member	■	2018	16/16	–	4/4
Mary-Pat Christie	Board member	■	2019	16/16	–	–
Staffan Lindstrand	Board member	■	2002	16/16	2/2	–
Fred Wilkinson	Board member	■	2019	15/16	–	–
Kirsten Detrick	Board member	■	2016	16/16	–	–

■ Independent in relation to Orexo and its management

■ Independent in relation to Orexo, its management and the company's largest shareholders

Board of Directors

The Board of Directors have a responsibility to the shareholders for the Group's management and organization. They monitor the president's work and continuously follows the business development and the reliability of the internal control within the company. The Board's responsibility is regulated in the Companies Act and the formal work plan that is established annually. The formal work plan establishes the division of the Board's work between the Board in its entirety and the Board's various committees and between the Board and the President. It also sets out the items to be addressed at Board meetings and the manner in which the President provides the Board with information and reports. The Board has appointed Audit and Remuneration Committees from within its ranks.

At year-end, Orexo's Board of Directors consisted of Chairman James Noble and Board members David Colpman, Staffan Lindstrand, Henrik Kjaer Hansen, Charlotte Hansson, Kirsten Detrick, Mary-Pat Christie and Fred Wilkinson. For a more detailed description of Board members, please refer to page 108.

The work of the Board

The Board's formal work plan establishes the items to be addressed at the scheduled Board meetings. Following presentations by the Audit Committee and President, the Board reviews all interim reports prior to publishing. The company's long-term targets and strategy and its budget are evaluated and approved by the Board. At each Board meeting, the President or another senior executive reports on the business situation and the status of relevant projects.

In addition to the statutory Board meeting, at least six scheduled Board meetings must be held. At the Board meeting during which the annual audit is to be considered, the Board meets with the auditors without the participation of the company's management.

It is incumbent upon the Board to ensure that the guidelines for remuneration to senior executives approved by the Annual General Meeting are followed and that the Annual General Meeting proposes guidelines for remuneration to senior executives.

Each year, the Board's work is evaluated by way of discussions and through external assessment. The results of the evaluation are presented to the Board and Orexo's Nomination Committee and form the basis for proposals for Board members. In matters concerning ownership Orexo is represented by the Chairman of the Board.

During the year, the Board held 16 (14) meetings, of which 16 (14) were telephone conferences or meetings by circulation. The Board mainly addressed and resolved on issues concerning the company's strategic direction, the status of projects, the follow-up of financial performance, financing, investment matters, external reporting, budget planning and follow-up. These issues are addressed by the Board in its entirety.

Remuneration of the Board

The 2021 Annual General Meeting resolved that Board fees should amount to SEK 3,550,000, of which SEK 900,000 was to be paid to the Chairman of the Board, SEK 300,000 to each of the other Board members, and a total of SEK 400,000 to be divided among the members of the Audit Committee, so that the Chairman of the committee receives SEK 200,000 and the other committee members share SEK 200,000, and in total 150,000 to be allocated to the members of the remuneration committee in equal parts between the members of the committee. Further, the annual general meeting resolved on an additional board fee in accordance with the nomination committee's proposal to the board members James Noble, David Colpman, Kirsten Detrick, Fred Wilkinson, Mary Pat Christie and Charlotte Hansson of SEK 950,000, subject to (i) the board member's acquisition of shares in Orexo for the entire part (after taxes) of such additional board fee as soon as possible following the annual general meeting's resolution and the pay-out of the additional board fee, and (ii) the board member's commitment not to sell the shares during the board member's entire tenure on the Orexo board. The additional board fee is to be allocated as follows: SEK 450,000 to the chairman, corresponding to 50 percent of the ordinary board fee to the chairman, and SEK 100,000 to each of David Colpman, Kirsten Detrick, Fred Wilkinson, Mary Pat Christie and Charlotte Hansson, corresponding to 33 percent of the ordinary board fee to such board members. In the event that the board member, before the succeeding annual general meeting, is dismissed due to breach of his/her obligations as a board member or leaves the board at his/her own request, the board member must repay the entire additional board fee (after taxes).

Composition of the Board

Board members, their positions and whether or not they are considered to be independent in relation to Orexo, its management and the company's largest shareholders are stated in the table on page 104. Orexo's Board of Directors is deemed to have satisfied the requirements of the Code in respect of independence, as all members elected by the Meeting have been deemed to be independent in relation to Orexo and its management and all of these members, with the exception of one, have also been deemed to be independent in relation to the company's largest shareholders.

Audit Committee

Orexo's Audit Committee is primarily concerned with ensuring compliance with established principles for financial reporting and internal controls. The Audit Committee must also remain informed about the audit of the Annual Report and consolidated accounts, inspect and monitor the impartiality and independence of the auditor, paying particularly close attention to instances where the auditor provides the company with services outside the scope of the audit, and assist in the

preparation of proposals to the General Meeting in respect of auditor selection. The Audit Committee presents the final version of Orexo's interim reports and of the Annual Report to the Board for approval and publication. The Audit Committee meets prior to the publication of each interim report, in connection with the auditor's review of the internal control over the financial reporting and when otherwise necessary. The aforementioned issues are addressed by the Committee and the Board makes resolutions on the basis of the proposals produced. Orexo's auditor attends the meetings of the Audit Committee before the publishing of the interim reports and to present the outcome of the review of the internal control. Matters addressed in the Audit Committee is reported to the Board on a regular basis and the minutes are distributed to the Board.

During the year, the Audit Committee was convened on 4 (4) occasions. At least one of the members of the Committee must be independent in relation to the company and Executive Management, and also be independent in relation to the company's largest shareholders and have accounting or auditing expertise. The Committee is currently made up of Charlotte Hansson (Chairman), James Noble and Henrik Kjaer Hansen.

Remuneration Committee

The Remuneration Committee is tasked with addressing matters concerning salaries and other terms of employment, pension benefits and bonus systems, including any allocation of employee stock options and share awards under the terms of approved incentive programs for the President and the senior executives and managers, as well as remuneration issues of principle nature. The Committee shall meet as often as required. The above issues are addressed by the Committee and the Board makes resolutions on the basis of the proposals from the Committee.

The Committee should possess the required knowledge and expertise to deal with issues related to the remuneration of senior executives. The Remuneration Committee comprises James Noble (Chairman), David Colpman and Staffan Lindstrand. During the year, the Remuneration Committee was convened on 2 (4) occasions and managed other issues with written communication.

Evaluation of the Board's and President's work

The work of the Board, similar to that of the President, is evaluated annually in a systematic and structured process. The Nomination Committee is informed of the results of the evaluation.

Auditors

Orexo's auditors is the auditing firm EY, with Authorised Public Accountant Anna Svanberg as auditor in charge. At the Annual General Meeting 2021 EY was re-elected as auditors until the Annual General Meeting 2022. The external auditors discuss the external audit plan and risk management with the Audit

Committee. The auditors perform a review of the interim report for the third quarter, and audit the annual accounts and consolidated financial statements. The auditors also express an opinion on whether this Corporate Governance Report has been prepared in accordance with, and whether certain disclosures herein are consistent with, the annual accounts and consolidated financial statements. The auditors report the results of their audit of the annual accounts and consolidated financial statements, their review of the Corporate Governance Report in the auditor's report, and a separate opinion on the Corporate Governance Report, in a presentation to the AGM. In addition, the auditors present detailed findings from their reviews to the Audit Committee three times per year, and to the Board in its entirety once per year.

For information regarding fees for the company's auditors, see Note 29.

President and the Management

The President leads the work of the Management Team and makes decision in consultation with them. At the end of 2021 the Management Team consisted of six persons in addition to the President. The Management Team hold regular meetings under the supervision of the President. For a more detailed description of the CEO and the management, see page 110.

Board of Directors' Report on Internal Control and Risk Management regarding Financial Reporting

The aim of Orexo's risk management systems and processes is to ensure that the shareholders can have the utmost confidence in the financial operation and presented reports, including the information given in this Annual Report and all interim reports. Orexo has established a methodology for developing, implementing, driving and evaluating internal controls and risk management in respect of all parts of the company, including financial reporting.

This methodology conforms to internationally established standards in the industry and comprises a framework with five principal components: control environment, risk assessment, control activities, information and communication, and follow-up and evaluation.

Control environment

Pursuant to the Swedish Companies Act, the Board of Directors is responsible for the internal control and governance of the company. To maintain and develop a functional control environment, the Board has implemented a process of risk mapping and established a number of basic control documents and procedures that are of importance to financial reporting. These include the formal work plan for the Board of Directors and the terms of reference for the President, which are reviewed and approved annually by the Board.

In addition, the control environment is continuously updated and secured by means of continuous monitoring and regular evaluations of risk profiles within various functions.

Responsibility for the daily work of maintaining the control environment is primarily incumbent on the President. He reports regularly to the Board of Directors and the Audit Committee pursuant to established procedures. In addition, the Board also receives regular reports directly from the company's auditor. Company managers have defined authorities, control functions and responsibilities within their respective areas for financial and internal controls.

Risk assessment

Orexo regularly conducts evaluations of financial risks and other risks that may impact financial reporting. These reviews extend to all parts of the company and are carried out to ensure that there is no significant risk of errors occurring in financial reporting. There are several areas where the control of financial information is particularly important, and Orexo has established a risk map that highlights a number of key potential risks in the financial reporting system.

The company continuously monitors and evaluates these areas and regularly examines other areas in order to create a set of control procedures that will minimize the risks and impact in these areas. In addition, new and existing risks are identified, addressed and regulated through a process of discussion in forums such as the Management Team, The Board of Directors and Audit Committee.

Control activities

In light of the risks identified on the risk map, and the continuous monitoring of the methods used to manage financial information, Orexo has developed control activities that ensure good internal control of all aspects of financial reporting. A number of policy documents and procedures have been applied throughout the year to manage reporting and accounting. Standard procedures, attestation systems, financial guidelines and the risk map are examples of such policy documents.

The finance and controller functions are responsible for ensuring that financial reporting is correct, complete and timely. Orexo strives to continually improve its internal control systems and has, on occasion, engaged external specialists when validating these controls.

Information and communication

Orexo is a listed company in one of the most regulated markets in the world – healthcare. In addition to the highly exacting requirements that Nasdaq Stockholm and the supervisory authorities impose on the scope and accuracy of information, Orexo also employs internal information and communication control functions designed to ensure that correct financial and other corporate information is communicated to employees and other stakeholders.

The Board receives monthly reports concerning financial performance, commercial performance and the status of Orexo's development projects and other relevant information.

The corporate intranet provides detailed information about applicable procedures in all parts of the company and describes the control functions and how they are implemented.

The security of all information that may affect the market value of the company and mechanisms to ensure that such information is communicated in a correct and timely fashion are the cornerstones of the company's undertaking as a listed company. These two factors, and the procedures for managing them, ensure that financial reports are received by all players in the financial market at the same time, and that they provide an accurate presentation of the company's financial position and performance. These procedures are continuously updated to secure compliance with the EU Market Abuse Regulation (MAR).

Follow-up

Orexo's management conducts bi-weekly performance follow-up, with an analysis of deviations from the budget and plans. Orexo's controller function also conducts monthly controls, evaluations and follow-ups of financial reporting. Because much of the company's product development is carried out in project form, this is followed up on a continuous basis from a financial perspective. Routines and reporting is implemented to secure continuous follow-up on all aspects of the ZUBSOLV® business, e.g. manufacturing, sales performance, wholesaler orders, sales force performance, inventory levels etc. The Board of Directors and the Audit Committee review the Annual Report and interim reports prior to publication. The Audit Committee discusses special accounting policies, internal control framework, risks and other issues associated with the reports. The company's external auditor also participates in these discussions.

Internal audit

Orexo has no separate internal audit function. The Board annually evaluates the need for such a function and, considering the size and structure of the company, has found no basis for establishing a separate internal audit function. The Board of Directors monitors the internal control over financial reporting through regular follow-ups by the Audit Committee and the Board.

Further information about Orexo's corporate governance

The following information is available at www.orexo.se (in Swedish) and www.orexo.com (in English):

- Articles of Association
- Information about the Swedish Code of Corporate Governance
- Information from General Meetings of previous years
- Information from the Nomination Committee
- Information about remuneration principles for senior executives
- Corporate governance reports from 2009 onwards
- Information for the 2022 Annual General Meeting (convening notice, Nomination Committee proposals, presentation of the work of the Nomination Committee, etc.).

Board of directors



James Noble

Chairman of the Board of directors since 2020. M.A. from the University of Oxford.

Other assignments

Board member of Adaptimmune and Chairman of the Board of two private UK-based cancer research companies

Previous experience

Co-founder and CEO of Adaptimmune and Immuno-core. Board member and Deputy Chairman of GW Pharmaceuticals until its acquisition by Jazz Pharmaceuticals. Chairman and CEO of Avidex, which was acquired by Medigene. Other positions as Board member include companies, such as Medigene, PowderJect Pharmaceuticals and CuraGen Corporation.

Holdings 2021

9,500 shares, and bonds of a nominal value of SEK 2,500,000.



Staffan Lindstrand

Board member since 2002. M.Sc. in Engineering.

Other assignments

Partner of HealthCap since 1997. Board member of HealthCap AB, Doctrin AB, Elsa Science AB, GET.ON Institut für Online Gesundheitstrainings GmbH, and The Swedish Association of Exchange-listed companies.

Previous experience

Ten years in investment banking.

Holdings 2021

881 shares.



Charlotte Hansson

Board member since 2020. MSc. in Business Administration from Handelshögskolan at the University of Gothenburg.

Other assignments

CFO at Tele 2 AB.

Previous experience

CFO at Systembolaget AB, CFO & Executive VP at Cision AB, CFO at Addici AB and various positions within business controlling at Modern Times Group.

Holdings 2021

2,500 shares.



Henrik Kjaer Hansen

Board member since 2018. BSc. in Business Administration and a MSc. in Applied Economic and Finance at Copenhagen Business School.

Other assignments

Senior Director, Principal Investments, Novo Holdings A/S. Board member of Xellia Pharmaceutical.

Previous experience

Senior Vice President in Moelis & Co. in London, focusing on healthcare M&A transactions. Other previous employments include Deutsche Bank and ABN AMRO, all in London.

Holdings 2021

Does not hold any shares. Dependent in relation to major shareholders in the company.



David Colpman

Board member since 2015.
B.Sc. Pharmacy.

Other assignments

Director of Colpman Consulting Ltd. Member of the Royal Pharmaceutical Society. Board member of HRA Pharma and Forendo Pharma Ltd.

Previous experience

Head of Global Business Development 2012–2014, Senior Vice President of Business Development at Shire plc 1999–2012. Various business development and commercial positions at Glaxo Wellcome, Novo Nordisk and Boots Pharmaceuticals.

Holdings 2021

4,379 shares.



Kirsten Detrick

Board member since 2016.
MBA.

Other assignments

Managing Director at Takeda Austria GmbH and Takeda Osteuropa Holding GmbH.

Previous experience:

Vice President Global Marketing, Therapeutic Area Commercial Lead – GI at Takeda Pharmaceuticals, Executive Director positions within US as well as Global Marketing and Commercialization at Amgen Inc. 2004–2013, Various marketing and commercial positions at Bristol-Myers Squibb 1991–2004. Former member of the Board of Southern California Biomedical Council and member of Healthcare Businesswomen's Association.

Holdings 2021

1,500 American Depositary Receipts, listed in USD.



Mary Pat Christie

Board member since 2019.
MBA.

Other assignments

Board member of Hackensack Meridian Health's Carrier Clinic and Restaurant Technologies.

Previous experience

Managing Director at Angelo Gordon & Co., where she focused on business development of new fund strategies and new strategic alliances. Prior to that at Cantor Fitzgerald as an Institutional Salesperson and was an original partner at the Seaport Group. Christie was also the founder of Mendham Capital Management. Her career also includes high level roles at JP Morgan, Donaldson, Lufkin & Jenrette, and Fleet Bank.

Holdings 2021

1,150 American Depositary Receipts, listed in USD.



Fred Wilkinson

Board member since 2019.
MBA., B.Sc. Pharmacy.

Other assignments

Board member of Alter Pharma Group.

Previous experience

Chief Executive Officer and Board member of Impax Laboratories, Inc., President of the Specialty business at Watson Pharmaceuticals, Inc. (currently Allergan), President of Duramed Pharmaceuticals, Inc., Chief Executive Officer of Columbia Laboratories, and multiple positions at Sandoz Pharmaceutical Corporation, Inc.

Holdings 2021

2,100 American Depositary Receipts, listed in USD.

Management



Nikolaj Sørensen

President and CEO since 2013.

B.Sc., and M.Sc., Copenhagen Business School, Denmark.

Other assignments

Member of the Board, Bioservo Technologies AB and Moberg Pharma AB.

Previous experience

Senior management positions at Pfizer Inc. with a focus on commercialization in Europe and Chairman of the Board and Managing Director at Pfizer AB. Prior to Pfizer management consultant at Boston Consulting Group (BCG), leading several projects within M&A, commercial transformation, and turn-arounds.

Holdings 2021

88,865 shares and stock options/share awards entitling to 192,960 shares.



Joseph DeFeo

EVP and Chief Financial Officer since 2018.

B.Sc. in accounting, Clarion University, US, and a MBA in finance, St. Joseph's University, US.

Previous experience

Vice President, Finance & Administration at Orexo US Inc., 2013–2017. Prior to joining Orexo, Head of International Treasury and led finance for the commercial operations in the US for two major pharmaceutical companies.

Holdings 2021

4,969 shares and stock options/share awards entitling to 99,032 shares.



Robert Rönn

SVP and Head of R&D since 2019.

MSc in Chemical Engineering and PhD in Medicinal Chemistry, Uppsala University, Sweden.

Previous experience

Head of Pharmaceutical Development & IP at Orexo AB since 2016 and prior to that extensive experience of drug discovery and development, as well as patent prosecution and litigation, from various key positions at Biolipox AB and Orexo AB.

Holdings 2021

2,805 shares and stock options/share awards entitling to 70,922 shares.



Robert A. DeLuca

President of Orexo US Inc. since 2013.

R. Ph.

Other assignments

Member of the St. John's College of Pharmacy Dean's Advisory Board, American Society of Addiction Medicine, Academy of Managed Care Pharmacy and the American and New Jersey Pharmacists Associations.

Previous experience

Extensive experience establishing commercial operations in the US with a combined background in market access, marketing, and sales. Has held leadership positions at multinational pharmaceutical companies including Sanofi-Aventis, Schering Plough, Berlex and Pharmacia, and most recently served as Chief Commercial Officer at Archimedes Pharmaceuticals.

Holdings 2021

8,586 shares and stock options/share awards entitling to 99,854 shares.



Dennis Urbaniak

EVP Digital Therapeutics since 2019.
Monmouth University, US,
BS Business Administration/
Marketing/English.

Other assignments

Member of HIMSS¹

Previous experience

Chief Digital Officer, Havas Health & You, Chief Executive Officer, Havas Health Plus. Prior to Havas Health & You, Managing Director Accenture Digital Life Sciences Analytics and Janssen Client Account Lead. Before joining Accenture, twenty years at Sanofi in various sales and marketing roles.

Holdings 2021

10,000 shares and stock options/share awards entitling to 84,700 shares.



Cecilia Coupland

SVP and Head of Operations since 2019.

MSc in Chemical Engineering, Uppsala University, Sweden.

Previous experience

Head of Supply Chain & Planning at Orexo since 2014 and prior to that extensive experience of global pharmaceutical manufacturing and supply chain management, as well as drug development and project management, from various key positions at AstraZeneca and Orexo AB.

Holdings 2021

4,419 shares and stock options/share awards entitling to 71,410 shares.



Michael Sumner

Chief Medical Officer since 2013.

MB BS, MRCP (UK), MBA.

Other assignments

Scientific Advisory Board
FirstString Research Inc.

Previous experience

Extensive experience within the pharmaceutical industry from Novartis Pharmaceuticals, Aventis Behring, Novo Nordisk and prior to joining Orexo held the position of Vice President Clinical and Medical Affairs at Shire.

Holdings 2021

29,120 shares and stock options/share awards entitling to 78,792 shares.

¹ Healthcare Information and Management Systems Society.

Auditor's report on the corporate governance report

To the general meeting of the shareholders of Orexo AB,

corporate identity number 556500-0600.

Engagement and responsibility

It is the Board of Directors who is responsible for the corporate governance statement for the year 2021 on pages 101–112 and that it has been prepared in accordance with the Annual Accounts Act.

The scope of the audit

Our examination has been conducted in accordance with FAR's auditing standard RevU 16 *The auditor's examination of the corporate governance statement*. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

Opinions

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2–6 the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the annual accounts and the consolidated accounts and are in accordance with the Annual Accounts Act.

Stockholm, Sweden, March 30, 2022

Ernst & Young AB

Anna Svanberg
Authorized Public Accountant

ABOUT OREXO

Orexo develops improved pharmaceuticals and digital therapies addressing unmet needs within the growing space of substance use disorders and mental health. The products are commercialized by Orexo in the US or via partners worldwide. The main market today is the American market for buprenorphine/naloxone products, where Orexo commercializes its lead product ZUBSOLV[®] for treatment of opioid use disorder. Total net sales for 2021 amounted to SEK 565 million and the number of employees was 121. Orexo is listed on the Nasdaq Stockholm Mid Cap (ORX) and is available as ADRs on OTCQX (ORXOY) in the US. The company is headquartered in Uppsala, Sweden, where research and development activities are performed.

For more information about Orexo please visit, www.orexo.com.
You can also follow Orexo on Twitter, @orexoabpubl, LinkedIn and YouTube.