

## The nomination committee's proposals to the annual general meeting 2021

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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), Björn Odlander (HealthCap) and Claus Berner Møller (Arbejdsmarkedets Tillaegspension), proposes:

- that Rikard Lindahl, member of the Swedish Bar Association, from Advokatfirman Vinge 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 ordinary 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 James Noble, David Colpman, Kirsten Detrick, Fred Wilkinson, Mary Pat Christie and Charlotte Hansson shall receive an additional fee 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). James Noble has not participated in the nomination committee's handling of the proposal insofar as it concerns himself,
- that the board members James Noble, Staffan Lindstrand, David Colpman, Kirsten Detrick, Henrik Kjær Hansen, Fred Wilkinson, Mary Pat Christie and Charlotte Hansson are re-elected, all for the period up until the end of the next annual general meeting,
- that James Noble is re-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.

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The nomination committee