



## Sobi's Corporate Governance

Swedish Orphan Biovitrum AB (publ) "Sobi" is a Swedish public limited liability company with its registered office in Stockholm, Sweden. Sobi is listed on Nasdaq Stockholm. In addition to the rules stipulated by law or other statutes, Sobi applies to the Swedish Corporate Governance Code completely. This report pertains to the 2015 financial year, is part of Sobi's Directors' Report and has been reviewed by the company's auditors.

### 1. Annual General Meeting

Sobi's highest decision-making body is the Annual General Meeting (AGM) at which all shareholders have the right to elect members to the Board and the Chairman of the Board. The AGM must be held within six months of the end of the financial year in order to decide on the adoption of the income statement and balance sheet and the appropriation of profits. The AGM also elects the company's auditor. The company does not apply any special arrangements relating to the function of the general meeting of shareholders, either due to provisions in the Articles of Association or, as far as is known to the company, shareholder agreements.

The Articles of Association stipulate that the AGM is to be held in Stockholm or Solna. Sobi has not found that the composition of the body of shareholders motivates any particular measures for shareholders being able to follow the AGM remotely. Notice of the AGM is published in Post och Inrikes Tidningar and on the company's website. An announcement that such notice has been given will be published in Svenska Dagbladet.

#### 2015 Annual General Meeting

The 2015 AGM was held on 30 June 2015 in Stockholm. The Meeting was attended by 228 shareholders (203), in person or by proxy, representing about 63 per cent (67) of the total voting rights. Lawyer Eva Hagg was elected as Chairperson of the Meeting.

The minutes and information from the 2015 AGM are available on [www.sobi.com](http://www.sobi.com).

#### 2016 Annual General Meeting

The AGM will be held on Tuesday, 24 May 2016, at Wallenbergsalen at Kungliga Ingenjörsvetenskapsakademien (IVA), Stockholm, Sweden. For more information about the AGM, see page 133.

#### Shareholders, share capital, the share and voting rights

At year-end, Sobi's shareholders totalled 21,096 (12,955). Investor AB was the largest shareholder, with 39.6 per cent (39.7) of the share capital and 39.8 per cent (39.8) of the voting rights. The 15 largest shareholders jointly accounted for 71.7 per cent (71.6) of the share capital and 71.6 per cent (71.6) of the voting rights. No owner other than Investor AB has a direct or indirect shareholding that represents at least one-tenth of the voting rights of all shares in the company. Sobi's Articles of Association contain no restrictions on how many votes each shareholder may cast at a general meeting.

The Articles of Association do not contain any specific provisions regarding the appointment and dismissal of Board members or about amending the Articles.

#### Dividend policy

One of Sobi's most important business objectives is to generate long-term value for shareholders. This value may be in the form of a higher share price and/or dividend payments. When evaluating future dividend payments, Sobi's board evaluates a number of factors including:

- Sustained profit trends;
- Expansion opportunities and access to capital;
- Operating risk;
- Effect of dividends on cash and cash equivalents; and
- Equity/assets ratio targets.

For 2015 the Board proposes no dividend. Short-term, the company intends to use profits to finance the continued development and expansion of its operations.

#### Major internal regulations

- Articles of Association
- Board of Directors' working procedures
- CEO instructions
- Policy documents

#### Major external regulations

- Swedish Companies Act
- Swedish and international accounting law
- Nasdaq Stockholm's rules and regulations
- Swedish Corporate Governance Code





## 2. Nomination Committee

The Nomination Committee represents Sobi's shareholders and has the sole task of preparing resolutions on election and reimbursement issues at the AGM.

According to the instructions and statutes adopted by the AGM on 26 April 2013, the Nomination Committee is to consist of four members, three of whom are to represent the company's three largest shareholders on the final banking day of August 2015, based on statistics from Euroclear Sweden AB. As stipulated in the same resolution, the fourth person is to be the Chairman of the Board. The composition of the Nomination Committee is to be announced at least six months prior to the AGM.

The Nomination Committee observes the rules that apply to Board members' independence under the Swedish Corporate Governance Code. In 2015, the Nomination Committee held three (2014: four) meetings and also maintained contact by telephone. As a basis for its work, the Nomination Committee has taken note of the Chairman's presentation of the Board's work, including an external evaluation of the Board's performance, and a number of Board members were interviewed. The CEO was also interviewed about the development of the company's operations.

The Nomination Committee has prepared proposals to the Annual General Meeting, including proposals for Board members, remuneration to Board and Committee members, proposals for auditors and fees to the auditors and the Chairman for the AGM.

### Nomination Committee prior to the 2016 AGM

Name/Represented	Share of votes 31 December 2015	Share of votes 31 August 2015
Petra Hedengren (Chairperson of the Nomination Committee) Investor AB	39.8%	39.8%
Lennart Francke Swedbank Robur Fonder AB	3.5%	3.4%
Tomas Flodén AMF Pension AB	2.2%	3.3%
Bo Jesper Hansen Chairman of Swedish Orphan Biovitrum AB (Publ)	3.3%	3.3%
<b>Total</b>	<b>48.8%</b>	<b>49.8%</b>

## 3. Board of Directors/Chairman of the Board

Sobi is a specialty pharmaceutical company, dedicated to marketing, developing and producing pharmaceutical products to treat rare diseases. The product portfolio contains products that are both marketed, and in different phases of clinical and pre-clinical research. It is therefore crucial that the members of the Board have extensive, in-depth experience of marketing and research in the pharmaceutical industry, as well as solid financial expertise. The Board of Directors is responsible for the Group's organisation and management. The Board also decides on overall objectives, strategies, the financial structure, policies, appointment of the CEO, remuneration of the management, acquisitions, divestments and major investments. The Board approves and adopts the annual report and interim reports, and proposes dividends, if any, to the AGM.

The Board's work is based on its working procedures, CEO instructions and the principles for the division of duties between the CEO, the Chairman of the Board, Board members and various committees established by the Board. The Board's working procedures and the CEO instructions are revised and updated once a year.

### Composition of the Board

The Board of the company shall comprise at least three, and not more than twelve, members. During the 2015 financial year, the Board consisted of eight members, all of whom were reelected at the AGM on 30 June 2015, as

well as two employee representatives appointed by the trade unions and two deputies. Four of the members, including the employee representatives, were women. For more information about the Board, see pages 124–125.

### Chairman of the Board

The duties of the Chairman of the Board, apart from leading the Board in its work, include monitoring the performance of the company and ensuring that important matters, in addition to those already on the agenda, are brought up for discussion as necessary.

The Chairman is to consult with the CEO in strategic matters, participate in important external relationships and represent the company in ownership issues. The Chairman is also responsible for ensuring that the performance of the Board is regularly evaluated and that new Board members receive adequate instruction.

The Chairman of the Board is currently (until April 2016) employed by the company as Executive Chairman. As such, his duties also include representing the company in dealings with partners and other stakeholders in the pharmaceutical field, as instructed by the CEO.

### Independence

The company complies with the Swedish Corporate Governance Code such that the majority of the Board members elected at the AGM are independent of the company and management, and that at least two of them are independent in relation to the larger shareholders. The table on page 121 shows the independence of the Board members on the date that this report was published.

### Number of meetings

The Board is to meet at least four to six times per year, usually in conjunction with the publication of interim and annual financial statements and the AGM. Additional meetings or teleconferences are convened as necessary. The Board carries out an in-depth strategic review of the operations during at least one Board meeting each year. The Board has scheduled a total of nine meetings for 2016.

### The Board's work in 2015

In 2015, the Board held a total of 24 meetings, of which nine were scheduled and 15 were extra meetings. Sobi's CEO and President, participates in Board meetings, as does Sobi's General Counsel, who has been secretary at the meetings. Other Sobi employees presented reports. The extra Board meetings were motivated by discussions

## RESOLUTIONS, 2015 AGM

The following items were resolved at the 2015 AGM:

- Reelection of all Board members
- Reelection of the Board's Chairman, Bo Jesper Hansen
- EY reelected as auditor
- Adoption of remuneration of the Board and auditor
- Approval of the proposed guidelines for remuneration of senior executives
- Discharge from liability for the Board and CEO for the 2014 financial year



related to the preliminary and conditional non-binding proposal regarding a possible offer for the company's shares, proposals for potential collaborations and several matters concerning commercial agreements.

**Board fees**

The AGM on 30 June 2015 resolved that Board fees for the period until the next AGM would amount to a total of SEK 2,805 K, of which an amount of SEK 335 K would be paid to the AGM-elected Board members, with the exception of Chairman of the Board, who is not entitled to receive any remuneration for his work on the Board or in the Board's committees. For Audit Committee work, the Chairman would receive SEK 100 K and other members SEK 60 K each. For Compensation & Benefits Committee work, the

Chairman would receive SEK 60 K, and other members SEK 30 K each. For Scientific Committee work, the Chairman would receive SEK 60 K and the other members SEK 30 K each. In 2015, Board fees totalled SEK 2,712 K, due to the Chairman of the Board not receiving any remuneration for his work in the committees. It was further decided that for each physical Board meeting, an amount of SEK 10 K would be paid to Board members residing in Europe but outside the Nordic region, and SEK 20 K to Board members residing outside Europe.

At the 2015 AGM, the Nomination Committee recommended that the Board adopt a policy under which Board members, who do not already have such holdings, over a five-year period, are expected to build up their own holding of shares in Sobi with a market value that is expected to

account for at least one year's fees before tax, excluding fees for committee work.

For more information on the remuneration of Board members, see Note 12 and the table on page 121.

**4. Audit Committee**

The Committee's main task is to address matters related to the accounting, auditing and financial reporting of the company. Sobi's Audit Committee consists of three members, all of whom are independent of management:

- Lennart Johansson (Chairman)
- Adine Grate Axén
- Helena Saxon

Sobi's CFO, is the Committee's secretary, but not a member. The Committee held six meetings during the year. Sobi's elected auditors attended four of the meetings. The agenda items are presented in the diagram on the left. The attendance and remuneration of the Board members at the Committee meetings are set out in the table on page 121.

**5. Compensation & Benefits Committee**

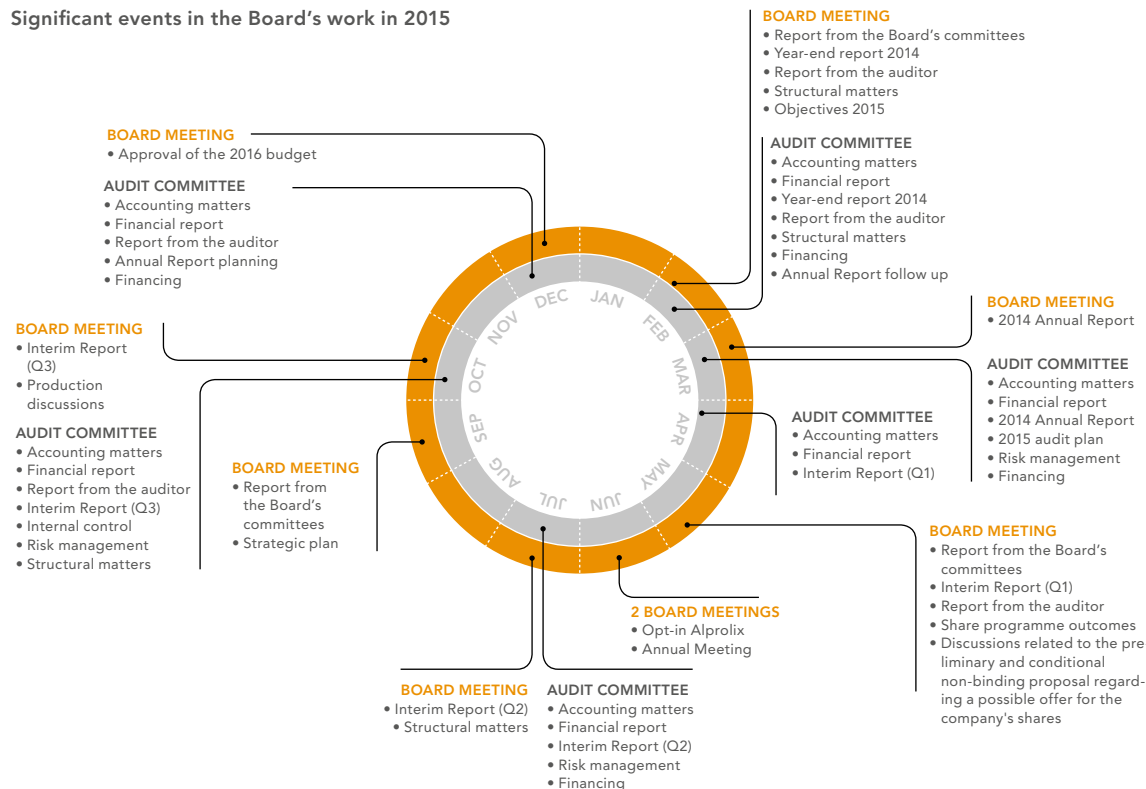
It is the responsibility of the Compensation & Benefits Committee to propose guidelines and principles for Sobi's remuneration programmes. This includes an overview, a proposal for the remuneration of senior executives, and proposals for long-term incentive programmes, pension plans and other matters relating to remuneration of the company's employees. Sobi's Compensation & Benefits Committee consists of three members:

- Bo Jesper Hansen (Chairman)
- Hans GCP Schikan
- Helena Saxon

Hans GCP Schikan and Helena Saxon are independent of management. Sobi's Senior Vice President Human Resources, is the Committee's secretary, but not a member.

The Compensation & Benefits Committee held six meetings during the year. At these meetings, the Committee discussed and monitored annual salary revisions and bonus outcomes for the CEO and senior executives, and proposed guidelines and allocations for the long-term incentive programme. The proposed guidelines for remuneration of the CEO and senior executives will be presented at the AGM in May 2016 for adoption by the shareholders. The Board members' atten-

**Significant events in the Board's work in 2015**





dance at the Committee meetings is presented in the table below.

For information about salaries and remuneration of the CEO and senior executives, see Note 12.

## 6. Scientific Committee

The Scientific Committee's tasks include advising on scientific matters, evaluating the Company's research strategies, and monitoring and reporting to the Board on scientific trends and new fields of research. The Scientific Committee consists of four members, three of whom are independent of management:

- Hans Wigzell (Chairman)
- Hans GCP Schikan
- Annette Clancy
- Bo Jesper Hansen

The fourth member, Bo Jesper Hansen, is not independent of management. Sobi's Head of Drug Design and Development, is the Committee's secretary, but not a member. In 2015, the Committee's work involved a strategic review of the company's projects and activities related to lysosomal storage diseases and the company's plans for further development activities around Kineret. The Committee held two meetings in 2015, and all members were present.

## 7. CEO/Leadership Team

Sobi is organised along a functional organisation and the Leadership Team consists of the CEO and the heads of the most important functions. The Leadership Team is composed of individuals with a broad range of expertise, as well as deep and extensive experience in both research and development, and the production and sales of pharmaceuticals. Members of the Leadership Team also possess the requisite expertise in finance, law, human resources and communication. As of 1 January 2015, the Leadership Team has consisted of ten members, including the CEO. Each year, the Board determines the division of duties between the Board, the Chairman of the Board, and the CEO. The operative management is based on the decision-making procedure established by the Board, as reflected in the organisational and governance model according to which Sobi works and is governed. At Board meetings, the CEO and, when necessary, the CFO, General Counsel and other senior executives present information on matters that require the attention of the Board.

In 2015, the Leadership Team held one meeting every month.

For more information about the Leadership Team, refer to pages 126–127.

## Remuneration of senior executives

To attract and retain competent employees, Sobi has established long-term incentive programmes. All employees receive a fixed salary plus a variable salary component. The variable component, which is in accordance with a system adopted by the Board, is based on both overall company goals and individual goals. The variable salary component may not exceed 10–50 per cent of the annual salary.

For more information, see Note 12.

	Independence	Remuneration, (SEK 000s)						Attendance <sup>1</sup>			
		Fixed salary/fees	Audit Committee	Compensation & Benefits Committee	Scientific Committee	Other	Total	Board of Directors	Audit Committee	Compensation & Benefits Committee	Scientific Committee
Bo Jesper Hansen	<sup>2</sup>	—	—	—	—	—	—	19/24	—	6/6	2/2
Hans Wigzell	•	304	—	—	56	—	360	20/24	—	—	2/2
Lennart Johansson	<sup>3</sup>	304	93	—	—	—	398	21/24	6/6	—	—
Helena Saxon	<sup>3</sup>	304	56	28	—	—	388	21/24	6/6	6/6	—
Adine Grate Axén <sup>4</sup>	•	304	56	—	—	50	410	22/24	6/6	—	—
Hans GCP Schikan	•	304	—	28	28	50	410	23/24	—	6/6	2/2
Matthew Gantz	•	304	—	—	—	60	364	22/24	—	—	—
Annette Clancy	•	304	—	—	28	50	382	21/24	—	—	2/2
Catarina Larsson	<sup>5</sup>	—	—	—	—	—	—	24/24	—	—	—
Bo-Gunnar Rosenbrand	<sup>5</sup>	—	—	—	—	—	—	24/24	—	—	—

<sup>1</sup> The figures in the table show total attendance/meetings. In 2015, the Board held a total of 24 meetings, of which nine were scheduled and 15 were extra meetings.

<sup>2</sup> Board member does not qualify as independent to the company and its management.

<sup>3</sup> Board member does not qualify as independent to larger shareholders.

<sup>4</sup> The fee includes Board fees excluding social security contributions. Gross payment to Board member's company amounted to SEK 539 K, which included remuneration for social security contributions.

<sup>5</sup> Employee representative.



## 8. Auditors

Sobi's auditor is the auditing firm EY, with Authorised Public Accountant Björn Ohlsson as auditor in charge. EY has been Sobi's auditor since the 2014 AGM, and was elected as auditor until the end of the 2016 AGM. 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 13.



Björn Ohlsson  
Authorised Public  
Accountant, EY

## Internal control and risk management systems in relation to the financial reporting process

The Board is responsible for internal control in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code. The Board presents the most important elements of Sobi's internal control and risk management systems in relation to the financial reporting process below. In 2015, efforts to streamline and develop procedures in the finance department continued.

The internal control environment at Sobi follows the established COSO Framework, comprising the following five components:

1. Control environment
2. Risk assessment
3. Control activities
4. Information and communication
5. Monitoring activities

### 1. Control environment

The control environment constitutes the basis of Sobi's internal control. The control environment mainly comprises the culture that defines the tone of the work and communication of the Board and management. It is the foundation for all other internal governance and control components, bringing order and structure in the form of manuals, processes and policies.

The basis for internal control of the financial reporting process consists of a clear organisational structure, decision-making processes, powers and responsibilities that are documented and communicated in governing documents.

The guidelines for Sobi's business activities can be found on the company's intranet and include the following:

- The Group's business model, vision, strategies, objectives and values.
- Sobi Code of Conduct & Ethics.
- Organisational structure and descriptions of positions.
- Administrative processes, guidelines and instructions such as powers, authorisation instructions, risk management policy, purchasing and investment policy, security policy, and accounting and reporting instructions.
- Information about the company's ethics and core values, expertise issues and the regulatory environment in which the company operates.

### 2. Risk assessment

Effective risk assessment brings together Sobi's business opportunities and results with the requirements of shareholders and other interested parties for stable, long-term value growth and control. A prerequisite for effective risk assessment is that set targets are communicated. Risk assessment involves identifying and analysing relevant events and risks that could have a negative impact on Sobi's ability to achieve its set goals, and, as such, is the basis for risk management.

Structured risk assessment and risk management make it possible to;

- Identify and create action plans for risks that may impact the defined objectives in relation to the financial reporting process.
- Identify and manage the specific risks associated with changes.

Risk management is intended to minimise the number of risk factors in financial reporting, and to ensure that the opportunities that exist within the company are used in the best possible way.

The operating units conduct risk analyses together with the controllers responsible for financial reporting. Within the framework of this process, the units are to identify and evaluate risks in the various accounting and reporting processes. Work in 2015 included monitoring the units' work with process-based control, monitoring and reporting on internal governance and control. Risk management is reported quarterly to the Leadership Team, Risk Committee, Audit Committee and Board.

### 3. Control activities

Control activities are the manuals, processes and policies that ensure that directives and decisions are implemented. The aim of the control activities is to prevent and detect errors and irregularities, and to propose subsequent corrective actions should any such irregularities occur. Activities include analytical monitoring and comparison of financial performance or items, account reconciliation, monitoring, checking Board decisions and Board-approved policies and procedures, approval and reporting of business transactions and partnership agreements, mandate and authorisation instructions, as well as accounting and valuation principles.



The Controllers are responsible for maintaining internal controls in each area and ensuring that this is developed as necessary. They monitor the operations through a variety of control measures, such as forecasts and budgets, earnings and balance sheet analyses, reconciliations, as well as trend analysis and business intelligence. The result of this work is reported to the management of each business area, as well as to management and the Board.

Information on manufacturing can be found in the general risk section.

#### 4. Information and Communication

Sobi has internal information and communication channels aimed at ensuring efficient and accurate information services relating to financial reporting. Effective communication is important for all employees in the company. Guidelines for financial reporting are set out in policies, communicated to employees and available on the company's intranet.

Meetings are held within the company at management level, then at the level that each department head considers appropriate, as well as several large meetings in which all employees participate.

The Board receives regular financial updates relating to the Group's financial position and performance.

Procedures for external disclosure aim to provide the market with relevant, reliable and correct information about Sobi's development and financial position. Sobi has a communication policy that meets the requirements of a listed company.

To assess the relevance of information and ensure timely communication of important information to the market, a Disclosure Committee has been established, comprising the CEO, CFO, COO, General Counsel, Chief Patient Access Officer and Head of Communications.

*Financial information is presented regularly in the form of:*

- Full-year and interim reports;
- The Annual Report;
- Press releases about important news and events that could significantly affect the valuation of the company and the share price;

- Presentations and teleconferences for financial analysts, investors and the media on the day of publication of full-year and interim reports, and in conjunction with the publication of other important information; and
- Meetings with investors and financial analysts.

All reports, presentations and press releases are published on the Group's website at [www.sobi.com](http://www.sobi.com) at the same time as they are communicated to the market.

#### 5. Monitoring activities

The Board and the Audit Committee decide on the forms of monitoring activities of internal controls. Sobi's CFO is responsible for ensuring that internal controls are maintained in accordance with the Board's decisions. Monitoring is carried out at various levels of the Group.

The Board deals with all quarterly financial statements and annual reports before publication, and monitors the audit of internal controls through the Audit Committee. The information provided is evaluated regularly. The company's auditors personally report their observations and assessment of internal controls to the Audit Committee.

#### Internal audit

Sobi does not have a separate internal audit function, but has chosen to conduct monitoring and the annual evaluation of compliance with the internal control and risk management related to financial reporting through the existing organisation. The Board and Audit Committee continuously examine the issue of whether an internal audit function should be established.

#### Activities 2015

- Update of current ERP system in the Parent Company.
- Introduction of the same ERP system in all subsidiaries.
- Centralisation of bank administration powers and reduction in the number of banks.

#### Activities in focus in 2016

- ERP system follow-up.
- Working plan for internal control.

#### Breaches

The company has not breached any of the regulations on the stock exchange on which its shares are traded, or acted contrary to generally accepted practices on the stock market.

#### Auditors' report on the Corporate Governance Statement

To the AGM of Swedish Orphan Biovitrum AB (publ), corporate identity number 556038-9321.

#### Engagement and responsibility

We have examined the Corporate Governance Report for 2015 on pages 118–123. The Board of Directors is responsible for the Corporate Governance Report and that it is prepared in accordance with the Swedish Annual Accounts Act. Our responsibility is to express an opinion on the corporate governance statement based on our audit.

#### The scope of the audit

We conducted our audit in accordance with the RevU 16 auditing standard, The auditors' examination of the Corporate Governance Report. That means that we have planned and performed the audit to obtain reasonable assurance that the corporate governance statement is free of material misstatements. An audit includes examining, on a random sample basis, evidence supporting the information included in the corporate governance statement. We believe that our audit procedures provide a reasonable basis for our opinion set out below.

#### Opinion

In our opinion, the Corporate Governance Report has been prepared and is consistent with the annual accounts and the consolidated accounts.

Stockholm, 26 April 2016  
Ernst & Young AB

Björn Ohlsson  
Authorised Public Accountant





## Board of Directors



### BO JESPER HANSEN

Born 1958.  
Chairman and Board member since 2010. MD with a PhD from Copenhagen University.

Other assignments: Board member of GenSpera, Inc., Newron Pharmaceuticals SpA, Orphazyme ApS, CMC AB, Azanta A/S, Karolinska Development AB and Ablynx NV.

Previous assignments: Various positions in Swedish Orphan International AB since 1993, including CEO. Medical advisor for Synthelabo, Pfizer, Pharmacia and Yamanouchi. Founder of Scandinavian Medical Research.

Shares: 8,893,846



### MATTHEW GANTZ

Born 1965.  
Board member since 2012. BA from Princeton University and MBA from Harvard Business School.

Other assignments: Executive Vice President of BTG.

Previous assignments: Founder and former CEO of Acureon Pharmaceuticals, CEO of Hydrabiosciences Inc., Vice President Europe for Chiron's Biopharmaceutical Division and General Manager of PathoGenesis Europe. Prior to Chiron PathoGenesis, a variety of US sales and marketing roles at Abbott Laboratories Diagnostics Division.

Shares: 0



### ADINE GRATE AXÉN

Born 1961.  
Board member since 2010. MBA, Stockholm School of Economics. Harvard AMP.

Other assignments: Board member of Sky Ltd, Sampo OY, HI3GS Holding AB, 3GIS Infrastructure Services AB, HI3G Denmark ApS, Madrague AB and Swedavia AB. Chairman of Nasdaq OMX Stockholm's Listing Committee and Vice Chairman of the Seventh AP Fund.

Previous assignments: Member of the Advisory Committee for the Sale of State-owned Companies. Board member of Gambro AB, OMX AB, several senior positions and Board assignments at Investor AB and member of the management team.

Shares: 32,000



### LENNART JOHANSSON

Born 1955.  
Board member since 2010. MBA, Stockholm School of Economics.

Other assignments: Member of the management team and Senior Advisor in Patricia Industries (a division of Investor AB). Board member of Hi3G, Chairman of the Board of Vectura AB and deputy Board member of Mölnlycke Health Care.

Previous assignments: CEO of b-business partners and Emerging Technologies AB. Board member of SAAB AB, IBX Group AB, Gambro Holding AB. Member of Investor AB management team.

Shares: 20,000



### HELENA SAXON

Born 1970.  
Board member since 2011. MBA, Stockholm School of Economics.

Other assignments: CFO of Investor AB.

Previous assignments: CFO of Hallvarsson & Halvarsson, Vice President of Investor AB and financial analyst at Goldman Sachs. Board member of Aleris, Gambro and Mölnlycke Health Care.

Shares: 15,500



#### HANS GCP SCHIKAN

Born 1958.  
Board member since 2011.  
PharmD, Utrecht University.  
Other assignments: Chairman of the Board of Asceneuron in Switzerland, InteRNA in the Netherlands and Complix in Belgium. Board member of Hansa Medical and Wilson Therapeutics in Sweden, and the Dutch Top Sector Life Sciences & Health in the Netherlands. Advisor to various organisations in the Life Science sector.  
Previous assignments: CEO of Prosensa and member of Prosensa's Supervisory Board. Board member of Top Institute Pharma. Chairman of Nefarma, the association for innovative medicines in the Netherlands, and a number of senior positions in the former Organon and Genzyme.  
Shares: 4,000



#### HANS WIGZELL

Born 1938.  
Board member since 2005.  
MD and Professor emeritus of immunology.  
Other assignments: Chairman of the Board of Rhenman & Partners Asset Management AB and Cadila Pharmaceuticals Svenska AB. Board member of Karolinska Development AB (publ), RaySearch Laboratories AB (publ), Valneva SE (publ), Sarepta Therapeutics, Inc. (publ) and AB Wigzellproduktion. Member of the Royal Swedish Academy of Sciences, and the Royal Swedish Academy of Engineering Sciences.  
Previous assignments: Vice Chancellor of Karolinska Institutet. Board member of NeoDynamics AB, PROBI AB and Diamyd Medical AB.  
Shares: 200,000



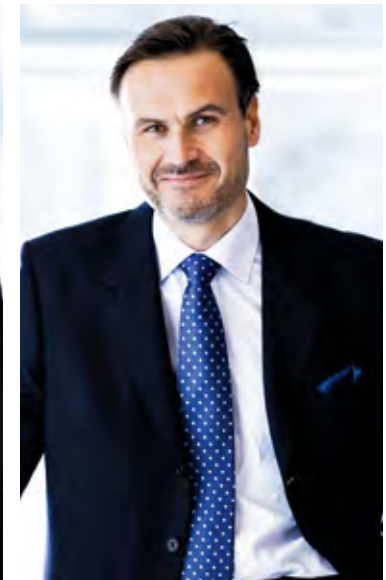
#### ANNETTE CLANCY

Born 1954.  
Board member since 2014.  
BSc Pharmacology from Bath University, UK.  
Other assignments: Chairman and Board member of three private European biotechnology companies; Genable SA, Obseva SA and Lysogene. Senior European Advisor to the Biopharmaceutical Team in Frazier Healthcare Ventures.  
Previous assignments: Head of Transaction and Alliance Management at GlaxoSmithKline (GSK). Board member of Silence Therapeutics plc. and Clavis Pharma in Norway.  
Shares: 0



#### CATARINA LARSSON

Born 1952.  
Employee representative.  
Laboratory engineer.  
Board member since 2001.  
Representative of Federation of Salaried Employees in Industry and Services (PTK).  
Shares: 1,561



#### BO-GUNNAR ROSENBRAND

Born 1963.  
Employee representative.  
Laboratory engineer.  
Deputy Board member (2001–2005).  
Board member since 2006.  
Representative of Federation of Salaried Employees in Industry and Services (PTK).  
Shares: 4,986<sup>1</sup>

#### BJÖRN OHLSSON

Authorised Public Accountant  
Ernst & Young AB

<sup>1</sup> Includes shareholdings of related physical and legal entities.





## Executive Leadership Team



### GEOFFREY MCDONOUGH

Born 1970.  
 Chief Executive Officer.  
 Employed since 2011.  
 MD, Harvard Medical School, US, BSc Biology and BA Philosophy from University of North Carolina, US.  
 Other assignments: Board member of Zafgen and PTC Therapeutics.  
 Previous positions: Senior positions in Genzyme Corporation since 2002, most recently as the CEO for Europe, Middle East and Africa. SVP and General Manager, Personalized Genetic Health, Global Business Leader, LSD Therapeutics, US. Prior to Genzyme, he also worked as an internist and paediatrician in the US.  
 Shares: 774,923



### MATS-OLOF WALLIN

Born 1951.  
 Senior Vice President, Chief Financial Officer.  
 Employed since 2013.  
 BSc from Uppsala University, Sweden.  
 Previous positions: More than 30 years' experience in the life science industry in various executive positions at such companies as Pharmacia, Ortivus, and, most recently, Biotage AB (publ) where he served as CFO.  
 Shares: 20,945



### ALAN RAFFENSPERGER

Born 1960.  
 Senior Vice President, Chief Operating Officer.  
 Employed since 2012.  
 BSc in Health Service Management, University of Maryland, Baltimore, US.  
 Other assignments: Chairman of the Board, Pharmanest AB.  
 Previous positions: CEO of Benechill Inc., Executive Director, Head of the Global Nephrology Business at Amgen International, General Manager of the Nordic and Baltic Region at Amgen. Sales and Marketing Director at Roche Pharmaceuticals, Sweden, Vice President, Global Marketing Diabetes Care at Roche Diagnostics. Business Director Europe, Diabetes Care at Boehringer Mannheim. Senior positions at Pharmacia in Sweden and the US.  
 Shares: 105,002



### WILLS HUGHES-WILSON

Born 1971.  
 Senior Vice President, Chief Patient Access Officer.  
 Employed since 2012.  
 LLB (Hons) from the University of Durham, UK.  
 Previous positions: Vice President Health/Market Access Policy EMEA at Genzyme Corporation. Executive Director of Emerging Biopharmaceutical Enterprises (EBE), a specialised group of the European Federation of Pharmaceuticals Industries & Associations (EFPIA). Government Affairs Lead in the European veterinary medicine industry association, and Ernst & Young Consulting.  
 Shares: 74,675<sup>1</sup>



### BIRGITTE VOLCK

Born 1962.  
 Senior Vice President, Chief Medical Officer.  
 Employed since 2012.  
 MD, PhD, University of Copenhagen, Denmark.  
 Previous positions: Various senior positions at Amgen, most recently as Executive Development Director of Bone, Neuroscience & Inflammation, International R&D at Amgen Limited in Uxbridge, UK. Nordic Medical Director & Project Director at Genzyme A/S in Denmark, and Vice President, Clinical Development & Medical Affairs at Pharmexa A/S in Denmark. Prior to this, a number of clinical and scientific positions at Copenhagen University Hospital.  
 Shares: 109,159



#### DENNIS SCHMIDT PEDERSEN

Born 1970.

Senior Vice President, Human Resources. Employed since 2013.

Trained officer from the Royal Danish Officers Academy, specialised in leadership development, analytical studies and tactics.

Previous positions: HR Director for Northern Europe at Takeda. Leading positions in international companies including Genzyme, Ferring Pharmaceuticals and A.P. Møller-Mærsk.

Shares: 8,018



#### STEFAN FRAENKEL

Born 1972.

Senior Vice President, Head of Corporate Development

Employed since 2009.

PhD in International Accounting and Management, MBA from the Copenhagen Business School, Denmark and an engineering degree from Chalmers University of Technology, Sweden.

Other assignments: Board member of Akinion Pharmaceuticals.

Previous positions: Business development at Wyeth. Prior to this, he worked as a management consultant.

Shares: 15,263<sup>1</sup>



#### FREDRIK BERG

Born 1955.

Vice President, General Counsel, Head of Legal and Intellectual Property, Risk, Safety and Environment Management.

Employed since 2001.

LLM from Stockholm University, Sweden.

Previous positions: Head of Legal/Intellectual Property at Pharmacia AB and General Counsel for Pharmacia Europe, Middle East and Africa. Law firm Lindahl. Legal Counsel and various management positions in the legal departments of KabiVitrum, Procordia, Kabi Pharmacia and Pharmacia & Upjohn. Law firm Tisell & Co.

Shares: 22,661



#### STEPHEN JAMES

Born 1966.

Vice President, Head of Drug Design & Development

Employed since 2001.

PhD in Biochemistry and Cell Biology, University of Leeds, UK. BSc (Hons) in Biochemistry and Microbiology, University of St. Andrews, UK.

Previous positions: A number of management positions in Research and Preclinical Development at Pharmacia & Upjohn, Pharmacia AB and Biovitrum AB. Prior to this, University of Dundee Research Fellow, UK.

Shares: 15,524



#### KIRSTI GJELLAN

Born 1963.

Senior Vice President, Head of Manufacturing Operations.

Employed since 2014.

Pharmacist and Doctor of Pharmaceutical Technology from the University of Oslo, Norway.

Other assignments: Board member of Processindustriell IT and Automation (PiIA).

Previous positions: Factory Director, Biologics Manufacturing, Managing Director at Pfizer Health AB and Board member of Pfizer Health AB. Director of Quality Operations, Pfizer, AstraZeneca.

Shares: 1,292

<sup>1</sup> Includes shareholdings of related physical and legal entities.