

Proposal regarding instructions and charter for the Nomination Committee (item 17)

The Nomination Committee proposes the following:

- 1) That the company shall have a Nomination Committee consisting of the chairman of the Board of Directors and one representative for each of the three largest shareholders, in terms of votes in the company, who wish to appoint a representative. The names of the three shareholder representatives and the names of the shareholders they represent shall be published not later than six months prior to the Annual General Meeting. The Nomination Committee shall remain in office until a new Nomination Committee has been appointed. Unless the members agree otherwise, the chairman of the Nomination Committee shall be the member who represents the shareholder controlling the largest number of votes.
- 2) That based on the shareholder statistics from Euroclear Sweden AB as per the last banking day in August, the Nomination Committee shall, without unnecessary delay, identify the three largest shareholders by voting power of the company. The shareholder statistics to be used shall be sorted by voting power (grouped by owners) and cover the 25 largest in Sweden direct registered shareholders, i.e. shareholders having registered an account with Euroclear Sweden AB in their own name or shareholders holding a custody account with a nominee that have reported the identity of the shareholder to Euroclear Sweden AB.
- 3) That members who are appointed by shareholders which during the office of the Nomination Committee ceases to belong to the group of three shareholders controlling the largest number of votes, shall resign from the Nomination Committee. Instead, the replacing shareholders in the group comprising the three shareholders controlling the largest number of votes shall have the right to appoint its representative or representatives. If there are no special reasons, no changes to the composition of the Nomination Committee shall be made if the changes in the number of votes are minor or if the changes occur later than three months prior to the Meeting. A shareholder who has appointed a representative as member of the Nomination Committee shall be entitled to dismiss such member and appoint a new representative as member of the Nomination Committee. Should a member of the Nomination Committee, appointed by a shareholder, resign from the Nomination Committee during the mandate period or become prevented from fulfilling his/her assignment, and where the Nomination Committee considers it necessary to replace the member, the Nomination Committee shall without delay, request the shareholder having appointed the member to appoint, within reasonable time however not exceeding 30 days, a new member to the Nomination Committee. If the shareholder does not appoint a new member within the prescribed period of time, the right to appoint a new member of the Nomination Committee shall transfer to the subsequent largest shareholder by voting power provided such shareholder has not already appointed a member of the Nomination Committee or previously abstained from such right (based on the most recent available shareholding statistics and otherwise pursuant to item 17.2 second

paragraph above). Changes in the composition of the Nomination Committee shall be published as soon as any such changes have been made.

- 4) That the Nomination Committee shall present the following proposals for resolution to the Meeting:
 - a) proposal regarding chairman of the Meeting,
 - b) proposal regarding the Board of Directors,
 - c) proposal regarding the chairman of the Board,
 - d) proposal regarding the Directors' fee, distributed among the chairman of the Board and the other Directors and fee for committee work,
 - e) proposal regarding the auditors (when applicable),
 - f) proposal regarding the fee to the company's auditors, and
 - g) to the extent necessary, proposal regarding alterations in the instructions for the Nomination Committee.

- 5) That the Nomination Committee in connection with its assignment otherwise shall perform the assignments which are incumbent on the Nomination Committee under the Swedish Code of Corporate Governance. Upon the request of the Nomination Committee, the company shall make staff resources available to the Committee's disposal, such as secretarial functions for the Nomination Committee, to facilitate the Nomination Committee's work. If necessary, the company shall also bear such reasonable expenses for external advisers that the Nomination Committee deems necessary for the due performance of the Committee's assignments. No fee shall be paid to the members of the Nomination Committee.

The resolution regarding the instructions for the Nomination Committee is proposed to be in force until further notice.

The Nomination Committee of Swedish Orphan Biovitrum AB (publ)
in March 2019