

The Nomination Committee's proposal for the Extraordinary General Meeting in Swedish Orphan Biovitrum AB (publ) on 11 December 2024, together with information on the proposed member of the Board of Directors and motivated opinion

Election of the Chair of the Meeting (item 2)

The Nomination Committee of Swedish Orphan Biovitrum AB (publ), which consists of Daniel Nodhäll, Chair (Investor AB), Annette Clancy (Chair of the Board of Directors), Thomas Ehlin (The Fourth Swedish National Pension Fund (AP4)) and Anders Hansson (AMF – Tjänstepension och Fonder), proposes that attorney-at-law Emil Boström from Mannheimer Swartling Advokatbyrå is elected Chair of the Extraordinary General Meeting.

The number of members of the Board of Directors and deputy directors (item 7)

The Nomination Committee proposes the following:

- that the Board of Directors shall consist of eight ordinary members, without deputies.

Election of member of the Board of Directors and Chair of the Board of Directors (item 8)

The Nomination Committee proposes the following:

- that David Meek should be elected as new ordinary member of the Board of Directors until the end of the Annual General Meeting 2025; and
- that David Meek is elected as the Chair of the Board of Directors until the end of the Annual General Meeting 2025.

If the Extraordinary General Meeting resolves in favour of the Nomination Committee's proposals, the Board of Directors will consist of the following members elected by the General Meeting: David Meek (Chair), Annette Clancy, Christophe Bourdon, Zlatko Rihter, Helena Saxon, Staffan Schüberg, Filippa Stenberg and Anders Ullman.

Information on the member of the Board of Directors proposed for election

David Meek (born 1963) holds a Bachelor of Arts (Management) from the University of Cincinnati and has also studied executive education at Harvard, Dartmouth, Wharton and London Business School.

David Meek currently serves as a member of the Board of Directors of Cullinan Therapeutics, uniQure (Chair) and the University of Southern California School of Pharmacy and Pharmaceutical Sciences. He also has previous experience from board work in listed pharmaceutical companies and US and European trade associations. David Meek has extensive experience from senior positions in the international pharmaceutical industry. Most recently he served as Chief Executive Officer and Board Director of Mirati Therapeutics Inc and prior to that as Chief Executive Officer of FerGene Inc and Ipsen SA. He has also held senior executive positions at Baxalta Inc, Endocyte Inc, Novartis Pharmaceuticals and Johnson & Johnson.

David Meek currently owns no shares or other financial instruments in the company.

David Meek is independent in relation to the company and its management and in relation to the company's principal shareholders.

Motivated Opinion

Annette Clancy has informed the Nomination Committee that she will not be available for re-election as Chair or ordinary member of the Board of Directors at the Annual General Meeting 2025.

In light thereof, the Nomination Committee has searched for relevant competence profiles that can further strengthen and complement the knowledge and competence of the Board of Directors and assume the role as Chair of the Board of Directors to lead its work in the future. As a result of this process, the Nomination Committee has identified David Meek as a suitable candidate, including to take over the role as Chair of the Board of Directors. Therefore, the Nomination Committee has decided to propose that the Board of Directors should be reinforced by new election of David Meek as an ordinary member of the Board of Directors and that David Meek replaces Annette Clancy as Chair of the Board of Directors at the Extraordinary General Meeting.

The Nomination Committee has for diversity policy applied Clause 4.1 of the Rules for Corporate Governance in the Swedish Corporate Governance Code. The Nomination Committee has considered the importance of a well-functioning composition of the Board of Directors when it comes to diversity, as relates to among other things gender, nationality and work and sustainability experiences. The Nomination Committee strives to achieve and maintain an equal gender balance and of the proposed members of the Board three out of eight are women.

Overall, the Nomination Committee believes that the proposed member of the Board of Directors, with his experience, will add valuable competences and experiences that well meet the needs of the company, and that he has at his disposal the time required to carry out the assignment.

The Nomination Committee has considered the independence requirements on the Board members contained in the Swedish Corporate Governance Code and concludes that the requirements are met.

The Nomination Committee of Swedish Orphan Biovitrum AB (publ)
in November 2024