

***Proposal regarding chairman of the Meeting, fees for the members of the Board of Directors and the auditor, the number of members of the Board of Directors, deputy members, auditors and deputy auditors as well as election of the chairman, the members of the Board of Directors and the auditor (items 2, 13, 14 and 15)***

The nomination committee of Swedish Orphan Biovitrum AB (publ), which consists of Bo Jesper Hansen (chairman of the Board of Directors), Petra Hedengran, chairman (Investor), Tomas Flodén (AMF) and Lennart Francke (Swedbank Robur Fonder) proposes:

- that Eva Hägg from Mannheimer Swartling Advokatbyrå is elected chairman of the Meeting,
- that fees to be paid to the Board of Directors should total SEK 4,290,000 to be allocated with SEK 1,200,000 to the chairman of the Board of Directors and SEK 365,000 to each of the other members of the Board of Directors elected by the annual general meeting, that fees for work in the audit committee should be SEK 100,000 to the chairman and SEK 60,000 to each other member of such committee, that fees for work in the compensation & benefit committee should be SEK 70,000 to the chairman and SEK 35,000 to each other member of such committee and that fees for work in the science committee should be SEK 70,000 to the chairman and SEK 35,000 to each other member of such committee,
- that, in addition to the fees proposed above, for each physical meeting of the Board of Directors held in Sweden, a meeting fee of SEK 10,000 is paid to the members of the Board of Directors that reside in Europe outside the Nordic countries and a meeting fee of SEK 20,000 is paid to the members of the Board of Directors that reside outside Europe,
- that, an additional fee of SEK 200,000 should be paid to the board member Annette Clancy for extraordinary work performed during 2015 that extends over and above the general tasks and duties of a member of the Board of Directors,
- that the fees to the auditor should be paid in accordance with normal standards and approved invoice,
- that eight ordinary board members without deputies should be appointed,
- that one auditor without any deputy auditor should be appointed,
- that the ordinary members of the Board of Directors Annette Clancy, Matthew Gantz, Lennart Johansson, Helena Saxon and Hans GCP Schikan should be re-elected as members of the Board of Directors, that Håkan Björklund, Theresa Heggie and Jeffrey Jonas should be elected as new members of the Board of Directors and that Håkan Björklund should be elected as chairman of the Board of Directors, and

- that Ernst & Young be elected auditor of the company until the end of the annual general meeting 2017.

#### *Håkan Björklund*

Håkan Björklund was born in 1956 and holds a Ph.D. from Karolinska Institutet in Stockholm.

Dr. Björklund is the former CEO of Nycomed and currently serves as Industry Executive at Avista Capital Partners. He has served as a Member of the Board of Directors of several international life science companies including Alere, Coloplast, Danisco, and Lundbeck. Between 2001 and 2007, Håkan Björklund also served as member of the Board of Directors for Biovitrum.

#### *Theresa Heggie*

Ms. Heggie was born in 1960 and has a BSc. from Cornell University, Ithaca, NY, USA.

Previously Ms. Heggie was Chief Strategy & Marketing Officer, Bupa based in the UK, and has had various senior commercial positions at Shire Human Genetic Therapies, formerly TKT, including the roles of Vice President & General Manager, EMEA, Chief Executive Officer, Jerini AG (a Shire acquisition) and Senior Vice President Global Commercial Operations, based internationally. Previously in roles of Vice President Marketing, Vice President Anaesthesia & Critical Care, Europe, and Vice President, Global Marketing Anaesthesia & Critical Care with Baxter – and formerly Ohmeda PPD. Ms. Heggie started her career with Dow Chemical and Janssen Pharmaceuticals.

Ms. Heggie is a Global Business Leader with more than 30 years' experience in healthcare, the majority in pharmaceuticals and biotechnology.

#### *Jeffrey M Jonas*

Dr. Jonas was born 1953 and is M.D. from Harvard Medical School. Residency in Psychiatry at Harvard. B.A., summa cum laude in Biology and English from Amherst College.

Since 2013, Dr. Jonas is serving as President & Chief Executive Officer of Sage Therapeutics, Cambridge, MA, USA. Dr Jonas has served on several boards including Cara Therapeutics. He has also been Senior Vice President Research & Development Pharmaceuticals and President of the Regenerative Medicine Division of Shire plc., Executive Vice President at ISIS Pharmaceuticals and Executive Vice President and Chief Medical Officer at Forest Laboratories. Dr Jonas has also held various positions of increased responsibilities with Upjohn Laboratories. Founder of AVAX Technologies as well as President and Chief Executive Officer and Chairman, President and Chief Technology Officer of SCEPTOR Industries.

Dr. Jonas has in excess of 20 years' of experience on both the science and business sides of the pharmaceutical and healthcare industries. He is well published, is the author of more

than a 100 books, scientific articles, and abstract, and has given many academic, business, and industry presentations.

*The nomination committee recommends the elected board members to build their own holdings of shares in the company*

The nomination committee recommends the Board of Directors of Swedish Orphan Biovitrum to establish a shareholding policy pursuant to which the members of the Board of Directors, who do not already have such holding, are expected to, over a five year period, acquire an ownership in Swedish Orphan Biovitrum shares with a market value which is expected to correspond to at least one year board remuneration, before taxes, excluding remuneration for committee work.