

## **Motivated opinion regarding the Nomination Committee's proposal for Board of Directors at the annual general meeting 2012**

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### *Background*

The Nomination Committee of Swedish Orphan Biovitrum AB (publ), which consists of Bo Jesper Hansen (chairman of the Board of Directors), Petra Hedengran (representing Investor and chairman of the Nomination Committee), Roger Johansson (Skandia Liv) and Åsa Nisell (representing Swedbank Robur Fonder), together representing approximately 45.66 per cent of the votes of all shares in the company.

### *The Nomination Committee's proposals*

The Nomination Committee proposes the following for the Swedish Orphan Biovitrum AB (publ)'s Board of Directors:

- that the Board of Directors shall consist of 7 board members with no deputy members, and
- that the ordinary members of the Board of Directors Adine Grate Axén, Bo Jesper Hansen, Lennart Johansson, Helena Saxon, Hans GCP Schikan and Hans Wigzell are re-elected as members of the Board of Directors, that Matthew Gantz is elected as new member of the Board of Directors and that Bo Jesper Hansen is re-elected as chairman of the Board of Directors.

### *Motivated opinion*

The Nomination Committee has, as basis for its work, had an evaluation of the Board of Directors and its work which has been made by the chairman of the Board of Directors. The evaluation has consisted of a detailed questionnaire regarding the work of the Board of Directors during 2011, which each board member has answered. The chairman of the Board of Directors has, following a compilation of these questionnaires, been able to report how the boards' work has been conducted. The number of board members and its composition as regards, inter alia, experience of the industry, competence and diversity has been discussed.

Based on, inter alia, the evaluation described above, the Nomination Committee has been given a positive impression of the Board of Directors' work during 2011. Since the company's strategy is focused on revenue growth by i.a. commercializing proprietary medicines globally, the Nomination Committee has considered it valuable to further complement the existing experience and competence of the Board of Directors especially within the area of global marketing. 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 i.a. gender, nationality and industry experiences. In the light of this and based on the evaluation of the board work accomplished, the Nomination Committee proposes that the ordinary members of the Board of Directors Adine Grate Axén, Bo Jesper Hansen, Lennart Johansson, Helena

Saxon, Hans GCP Schikan and Hans Wigzell are re-elected as members of the Board of Directors, that Matthew Gantz is elected as new member of the Board of Directors and that Bo Jesper Hansen is re-elected as chairman of the Board of Directors.

Detailed information about the proposed board members can be found at [www.sobi.com](http://www.sobi.com).

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The Nomination Committee in March 2012