

***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), Roger Johanson (Skandia Liv) and Åsa Nisell (Swedbank Robur Fonder) proposes:

- that Klaes Edhall from Mannheimer Swartling Advokatbyrå is elected chairman of the Meeting,
- that fees to be paid to the Board of Directors should total SEK 2,630,000 to be allocated with SEK 310,000 to each board member except for the chairman of the Board of Directors who shall not receive any fee for his board assignment, nor any fee for his committee work, 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 60,000 to the chairman and SEK 30,000 to each other member of such committee and that fees for work in the science committee should be SEK 60,000 to the chairman and SEK 30,000 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 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 Adine Grate Axén, Matthew Gantz, Bo Jesper Hansen, Lennart Johansson, Helena Saxon, Hans GCP Schikan and Hans Wigzell should be re-elected as members of the Board of Directors, that Annette Clancy should be elected as a new member of the Board of Directors and that Bo Jesper Hansen should be re-elected chairman of the Board of Directors, and
- that Ernst & Young be elected auditor of the company until the end of the annual general meeting 2015.

***Annette Clancy***

Annette Clancy was born 1954 and has a BSc Hons Pharmacology, from Bath University UK. She is Chairman as well as Non-Executive Director of the Board in Genable Technologies. Ms. Clancy has over 30 years of experience in the Pharmaceutical/Biopharm Industry, working in a variety of functions (R&D, Commercial, Worldwide Business Development) in the US and UK.

Ms. Clancy was Head of Transactions and Alliance Management at GlaxoSmithKline (GSK) where she was responsible for executing major transactions ranging from early drug discovery partnerships, to global commercial alliances and Mergers and Acquisitions.

Since her retirement from GSK in 2008, Ms. Clancy has been appointed as Non-Executive Board Director to Silence Therapeutics plc. (2008-2012) and Clavis Pharma in Norway (2010-2013). Ms. Clancy also currently serves as Senior European Advisor to the Biopharmaceutical Team of Frazier Healthcare Ventures, for whom she provides strategic advice on both new and existing investments.

Annette Clancy does not hold any shares or options in the company. She is independent in relation to the company and its management and in relation to the company's principal shareholders.

*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, that 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.