

Motivated opinion regarding the nomination committee's proposal for Board of Directors at the annual general meeting 2015

Background

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), Anders Oscarsson (AMF) and Lennart Francke (Swedbank Robur Fonder), together represents approximately 49.8 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 eight board members with no deputy members, and
- that the ordinary members of the Board of Directors Adine Grate Axén, Annette Clancy, Matthew Gantz, Bo Jesper Hansen, Lennart Johansson, Helena Saxon, Hans GCP Schikan and Hans Wigzell are re-elected as members 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 2014, 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 board's 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 2014. Taking into regard the current field of business activities and strategies of the company, the nomination committee finds that the combined competencies of the proposed Board of Directors well meet the needs of the company.

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. Out of the proposed board members 38 percent are women. The nomination committee believes that diversity is vital and that it is important that coming

nomination committees continue to work actively to achieve a gender balance in the Board of Directors.

The committee has also considered the importance of that each member of the Board of Directors has sufficient time and resources to spend on the assignment. 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, Annette Clancy, Matthew Gantz, Bo Jesper Hansen, Lennart Johansson, Helena Saxon, Hans GCP Schikan and Hans Wigzell are re-elected as members 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 here www.sobi.com/About-Sobi/Corporate-governance/AGM-and-EGM/Annual-General-Meeting-2015/

The nomination committee of Swedish Orphan Biovitrum AB (publ)
in March 2015