

### ***Election of the chair of the Meeting (item 2)***

The Nomination Committee of Swedish Orphan Biovitrum AB (publ) ("**Sobi**"), which consists of Daniel Nodhäll, chair (Investor AB), David Meek (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 Meeting.

### ***Fees for the members of the Board of Directors and the auditor (item 13)***

The Nomination Committee proposes the following:<sup>1</sup>

- that fees to be paid to the Board of Directors should be SEK 2,500,000 (2,175,000) to the chair of the Board of Directors and SEK 820,000 (720,000) to each of the other members of the Board of Directors elected by the Annual General Meeting in cash and in so-called synthetic shares (see below),
- that fees for work in the Audit Committee should be SEK 330,000 (245,000) to the chair and SEK 200,000 (145,000) to each other member of such committee,
- that fees for work in the Compensation & Benefits Committee should be SEK 165,000 (155,000) to the chair and SEK 110,000 (105,000) to each other member of such committee,
- that fees for work in the Scientific Committee should be SEK 300,000 (155,000) to the chair and SEK 200,000 (105,000) to each other member of such committee,
- that fees for work in the Transaction Committee should be SEK 300,000 (155,000) to the chair and SEK 200,000 (105,000) 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 EUR 2,000 (unchanged) is paid to the members of the Board of Directors that reside in Europe outside the Nordic countries and a meeting fee of USD 5,000 (unchanged) is paid to the members of the Board of Directors that reside outside Europe, and
- that the fees to the auditor should be paid in accordance with normal standards and approved invoice.

The Nomination Committee recommends the Board of Directors of Sobi to establish a shareholding policy pursuant to which the members of the Board of Directors, who do not already have such holdings, are expected to, over a five year period from joining the Board of Directors, acquire an ownership of shares in Sobi, or a corresponding exposure to the Sobi share through synthetic shares, with a market value which is expected to correspond to at least 1.5 years' board remuneration, before taxes, excluding fees for committee work and meeting fees.

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<sup>1</sup> Figures within parenthesis refer to fees for the corresponding period the previous year.

In order to facilitate the establishment of such holding or exposure the Nomination Committee proposes that the nominated member of the Board shall be entitled to elect to receive 50 percent of the proposed fee before taxes, excluding fees for committee work and meeting fees, in the form of synthetic shares and 50 percent in cash, instead of receiving 100 percent of the compensation in cash.

The synthetic shares will be valued in connection with allocation after the Annual General Meeting 2026 and shall be the volume-weighted average price paid for the Sobi common share on Nasdaq Stockholm during a measurement period in conjunction with the allocation. The synthetic shares shall be regarded as vested with 25 percent per quarter during the term of office.

A synthetic share carries the same economic rights as a Sobi common share, which means that the value of the Board of Director's fee in synthetic shares, in the same way as common shares, fluctuate with the share price and dividend amount during the five year period until 2031, when each synthetic share entitles the member of the Board of Directors to receive an amount based on the then prevailing volume-weighted average price paid for the Sobi common share on Nasdaq Stockholm.

The synthetic shares have the right, during the fifth calendar year following the General Meeting which resolved on the allocation of the synthetic shares, on four occasions to receive payment, in respect of 25 percent of allocated synthetic shares on each occasion, in an amount in cash per synthetic share corresponding to the volume-weighted average paid for the Sobi common share on Nasdaq Stockholm during a measurement period in conjunction with each respective occasion for payment. Any dividends on Sobi's common share, during the period up and until payment shall be disbursed at the same time as the cash amount.

The complete terms and conditions for the synthetic shares are described in [Appendix 1](#).

The financial difference for Sobi, should all board members receive part of their fees in the form of synthetic shares compared with the fees being paid in cash only, is assessed to be limited.

***The number of members of the Board of Directors, deputy directors, auditors and deputy auditors (item 14)***

The Nomination Committee proposes the following:

- that seven ordinary members of the Board of Directors without deputies should be appointed, and
- that one auditor without any deputy auditor should be appointed.

***Election of the chair, the members of the Board of Directors and the auditor (item 15)***

The Nomination Committee proposes the following:

- that Christophe Bourdon, Iris Loew-Friedrich, David Meek, Staffan Schüberg and Filippa Stenberg should be re-elected as ordinary members of the Board of Directors, that Mikael Dolsten and Åsa Riisberg should be elected as new ordinary members of the

Board of Directors and that David Meek should be re-elected as chair of the Board of Directors, and

- that Ernst & Young AB should be re-elected as auditor of the company until the end of the Annual General Meeting 2027, in accordance with the Audit Committee's recommendation.

*Mikael Dolsten*

Mikael Dolsten (born 1958) holds an MD and PhD in tumor immunology and Visiting Professorship from the University of Lund, Sweden.

Mikael is board member in the public companies Agilent Technologies, Rocket Pharmaceuticals and Apellis Pharmaceuticals and is board member of several private biotechs and AI oriented companies such as ChAI discovery, BenchSci, ImmuneAi, Orbis Medicines, Quarry Thera, Enveda Bio and Fair Journey Bio. He is Senior advisor to Google Ventures (GV), Blackstone, Bain & Co and Scripps Cailbr research institute.

His previous experience includes a 16 years tenure as Chief Scientific Officer and President of Research & Development-Medical at Pfizer and various leading roles within Wyeth Pharmaceuticals, AstraZeneca, Boehringer Ingelheim, Pharmacia and Vimian Group AB.

*Åsa Riisberg*

Åsa Riisberg (born 1974) holds an M.Sc. in Business Administration from Stockholm School of Economics, Sweden.

Åsa is Chair of the Board of Atlas Antibodies AB and a Board member of Patricia Industries, Bonnier Group, Netcompany, Stena Adactum, Qarlbo and Internetmedicin. She is also Lead Director at MFIN at the Stockholm School of Economics.

Åsa is a former partner at EQT, where she spent 20 years as deal partner, Global Head of EQT's Healthcare Sector, Head of Shareholder Relations and part of EQT's Extended Executive Committee. Prior to EQT, she was with Texas Pacific Group and Morgan Stanley in London.