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The board of directors' proposal regarding performance based, long-term share program for 2011 comprising proposal regarding amendment of the articles of association, proposal regarding authorization for the board of directors to resolve on a directed issue of series C shares and proposal regarding authorization for the board of directors to repurchase issued series C shares (item 20)

Appendix A	The board of directors' proposal regarding performance based, long-term share program for 2011
Appendix B	The board of directors' proposal regarding amendment of the articles of association
Appendix C	The board of directors' proposal regarding authorization for the board of directors to resolve on a directed issue of series C shares
Appendix D	The board of directors' proposal regarding authorization for the board of directors to repurchase issued series C shares

The board of directors' proposal regarding performance based, long-term share program for 2011

The aim of Swedish Orphan Biovitrum's performance based, long-term share program for 2011 ("Share Program 2011") is to stimulate the participants, whose efforts are deemed to have a direct impact on the company's results, profitability and value growth, to further increase efforts, by aligning their interests and perspectives with those of the shareholders.

The board of directors considers that the proposal for the Share Program 2011 is well balanced and will constitute a suitable element in the compensation package provided by the company to certain employees. The board of directors is convinced that the share program will be beneficial to both the employees participating in the program and the company's shareholders, and that it will contribute to increasing the possibilities to recruit and retain competent employees. Furthermore, it is the view of the board of directors that a performance based share program which enables employees to participate in the company's long-term growth, maintains the confidence for the company and will increase share value.

The board of directors of Swedish Orphan Biovitrum has evaluated the enrollment in the previous performance based, long term share programs that were resolved by the previous annual general meetings. The board has concluded that the programs have been successful. The principles for the Share Program 2011 are in all material respects in accordance with the program for 2010.

The board of directors intends to carry out an evaluation of Share Program 2011 which will take into account the above aims and which will systematically analyze the achieved results. The aim of the evaluation will be to determine whether the program fulfils its purposes, and this will also include the review of the outcome and the costs for the program.

The board of directors proposes, in view of the above, that the annual general meeting resolves to implement a performance based, long-term share program for 2011, in accordance with the following principal terms and conditions.

- i. The program is proposed to include up to 80 managers and key employees of the Swedish Orphan Biovitrum-group, which receive the possibility to be allocated common shares in Swedish Orphan Biovitrum free of charge. An offer to participate in the program shall be provided no later than 31 December 2011.
- ii. The participants of the program are divided into three categories: members of the management team and two additional categories for other managers and key employees. The program participants are nominated based on competence and performance as well as taking into consideration the strategic importance of retaining key employees within the business.
- iii. To be allowed to participate in the Share Program 2011, the participants must purchase common shares in Swedish Orphan Biovitrum at market value at a value within an

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amount interval based on their annual base salary. For each category, the board of directors will determine an amount interval for the Share Program 2011 related to the participant's salary. The amount interval within which the participants will have to invest is based on;

- a. for members of the management team, 6-8% of the annual salary,
- b. for other managers and key employees in category 2, 4-6% of the annual salary,
- c. for other managers and key employees in category 3, 2-4% of the annual salary.

- iv. The participants within the respective categories above shall resolve individually on which of the three levels within the respective intervals that they wish to invest. For participants who do not invest in shares corresponding to the highest level allowed with their respective interval, the number of shares for which allocation is conditional upon the fulfillment of the Performance Conditions (see below) will be reduced. To be allowed to participate in the Share Program 2011, they must invest an amount which at least corresponds the lowest limit for each category.

For each common share that a participant purchases, the participant is given the possibility, provided that certain conditions are fulfilled, to receive one common share in Swedish Orphan Biovitrum free of charge ("Matching Share"). Allocation of Matching Shares is not conditional on the fulfillment of the Performance Conditions according to the below, but only made conditional in accordance with item viii below.

- v. In addition hereto, the board of directors will, for each category as set forth in item ii above, determine a maximum value for the Share Program 2011 related to the participant's salary. The maximum value is based on;
 - a. for members of the management team, 52% of the annual salary,
 - b. for other managers and key employees in category 2, 34% of the annual salary,
 - c. for other managers and key employees in category 3, 16% of the annual salary.
- vi. Each maximum value shall be converted into a maximum number of shares that may be allocated, based on the volume weighted average closing share price of the Swedish Orphan Biovitrum common share during a period of ten trading days before the day the participants are offered to participate in the program.
- vii. The outcome of the Share Program 2011 is dependent on the fulfillment of targets for value creation, determined by the board of directors, connected to the total shareholder return of the Swedish Orphan Biovitrum common share (the share price development adjusted with respect to dividends), during a three year period as from the date of the offer to participate in the program (the "Performance Period"). These targets are designated Performance Condition 1 and Performance Condition 2, respectively. The calculation of the total shareholder return according to the Performance Conditions shall be based on a comparison of the volume weighted average price for the Swedish Orphan Biovitrum common shares during a period of ten trading days before the day the participants are offered to participate in the program and the volume weighted average price for the Swedish Orphan Biovitrum common shares during the last ten trading days of the Performance Period.
 - a. Performance Condition 1: For any allocation of common shares to be possible under the Share Program 2011, the total shareholder return for the Swedish

Orphan Biovitrum common share must amount to at least 15% during the Performance Period.

- b. Performance Condition 2: Upon fulfillment of Performance Condition 1, an evaluation is carried out of the total shareholder return for the Swedish Orphan Biovitrum common share in relation to a group of comparable companies, established by the board of directors. As a condition for allocation of common shares, it has been established that a minimum level for the total shareholder return of the Swedish Orphan Biovitrum common share shall correspond to the median performance for the comparable group. It has been established that full allocation shall be carried out if the total shareholder return for the Swedish Orphan Biovitrum common share corresponds to the upper quartile for the comparable group (the maximum level) or exceeds this level. If the minimum level is reached, an allocation of 35% of the maximum number of common shares, in accordance with what has been described previously, will be carried out. If the total shareholder return for the Swedish Orphan Biovitrum common share exceeds the minimum level but falls below the maximum level, a pro rata allocation will be carried out.
- viii. Allocation pursuant to the Share Program 2011, also including allocation of Matching Shares, requires that the persons participating in the program are employed in the Swedish Orphan Biovitrum-group during the entire Performance Period and that the employment has not, at the time of allocation, been terminated following a termination from Swedish Orphan Biovitrum or that the participant at such time has notified Swedish Orphan Biovitrum of his/her termination of the employment. Allocation also requires that the participant has kept his/her personal investment during the entire Performance Period. If all conditions for allocation in the Share Program 2011 are met, allocation will take place free of charge after expiration of the Performance Period and following approval of the results by the board of directors at the board meeting that follows immediately after the expiration of the Performance Period.
 - ix. The possibility to participate in the Share Program 2011 is conditional upon, in the opinion of the board of directors, such participation taking place on the basis of reasonable (i) administrative costs, (ii) tax effects for Swedish Orphan Biovitrum or for the persons participating in the program, and (iii) financial efforts.
 - x. Certain deviations in or adjustments of the terms and conditions for the Share Program 2011 may be made for participants outside Sweden based on local rules and regulations as well as applicable market practice.
 - xi. The board of directors and the Compensation & Benefits committee shall be responsible for the preparation and management of the Share Program 2011, within the framework of the aforementioned terms and conditions, including provisions on recalculation in the event of an intervening bonus issue, split, rights issue and/or other similar events.

Costs for the Share Program 2011

The costs for the Share Program 2011, which are charged in the profit and loss account, are based on the accounting standard IFRS 2 and distributed on a straight line basis over the vesting period. The board of directors has allowed for a preliminary calculation of the theoretical value of the possibility to receive allocation of common shares in Swedish Orphan Biovitrum free of

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charge based on the fulfillment of the Performance Conditions. The calculation has been made based on the following assumptions: (i) a market price of SEK 30.00 and (ii) an assessment of future volatility in respect of the company's share and the shares of a group of comparable companies established by the board of directors as well as the mutual correlations between the total shareholder return in respect of these shares. Based on these assumptions, the value has been calculated to SEK 15.26 (50.9 % of SEK 30.00). Furthermore, the board of directors has allowed for a preliminary calculation of the theoretical value of the possibility to receive a Matching Share. The calculated value amounts to approximately 100% of the value of a Swedish Orphan Biovitrum common share, assuming a share price of SEK 30.00 per share.

In total, this can lead to maximum costs for the Share Program 2011 of approximately SEK 14.1 million, excluding social security charges. The costs for social security charges are calculated to approximately SEK 4.8 million assuming a share price upon final allocation of SEK 40.00 and an allocation of shares based on the fulfillment of the Performance Conditions of 35 % of maximum allocation. In addition to what is set forth in the above section, the maximum costs for the Share Program 2011 have been based on a share price of SEK 30.00 at the time of the own investment, that the program comprises 80 participants, that each participant makes a maximum investment and based on historical employee turnover for the group of 5%.

Dilution

Upon full allocation according to Share Program 2011, including maximum allocation of Performance Shares and Matching Shares, the number of shares under the Share Program 2011 amounts to 939,000 corresponding to a dilution effect of approximately 0.4 % of the share capital and the votes.

If the 310,000 shares to secure for future cash flow effects due to payments of social security costs connected with the Share Program 2011, mentioned below, are included, in total 1,249,000 shares for the Share Program 2011, the maximum dilution effect of the Share Program 2011 amounts to 0.6 %. If outstanding warrant and employee stock option plans, as well as the share programs for 2008 – 2010, are included in the calculation, then the corresponding maximum level of dilution amounts to 1.6 %.

Hedging

To secure that the company can fulfill its commitment according to Share Programs 2008-2011, it is proposed to the annual general meeting to resolve to authorize the board of directors to resolve on a directed issue of series C shares. To fulfill its commitment under the Share Program 2011, it is also proposed that the company shall be able to use series C shares, which have been previously issued under the Share Programs 2008-2010 and that will not be used for hedging under such programs due to, *inter alia*, that certain employees have terminated their employment with Swedish Orphan Biovitrum. Furthermore, the board of directors proposes that the annual general meeting resolves to authorize the board of directors to repurchase all issued series C shares.

The series C shares will be converted to common shares and transferred in the number that is required to secure delivery of the gratuitous common shares that may be allocated after the Performance Period and to secure for future cash flow effects due to payments of social security costs connected with the Share Programs 2008-2011. Should the annual general meeting not approve of the proposed transfer of own shares, the board of directors may enter into a hedging arrangement with an external party to hedge the obligations of the company under the programs.

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Preparations

The Compensation & Benefits committee has prepared guidelines for the proposed performance based, long-term share program for 2011. These guidelines have been presented for and adopted by the board of directors.

Previous incentive programs in Swedish Orphan Biovitrum

For a description of the company's other long-term incentive programs, reference is made to the company's annual report for 2010, note 14, and the company's website, www.sobi.com. In addition to the programs described there, no other long-term incentive programs have been implemented in Swedish Orphan Biovitrum.

Majority requirements

For a resolution in accordance with the proposal to be valid, entailing a resolution on the performance based, long-term share program for 2011, amendment of the articles of association, authorization for the board of directors to resolve on a directed issue of series C shares and authorization for the board of directors to repurchase issued series C shares, shareholders representing at least two thirds of votes cast as well as shares represented at the meeting must vote in favor of the proposal.

Miscellaneous

The board of directors' proposed Share Program 2011 is conditional upon the adoption of resolutions by the annual general meeting regarding amendment of the articles of association pursuant to Appendix B, an authorization for the board of directors to resolve on a directed issue of series C shares pursuant to Appendix C and authorization for the board of directors to repurchase the issued series C shares pursuant to Appendix D.

The board of directors' proposal regarding amendment of the articles of association

The board of directors proposes that the annual general meeting resolves to amend the articles of association with respect to the implementation of the Share Program 2011, so that the maximum number of series C shares that may be issued is increased from 5,000,000 to 15,000,000, whereby § 4, fifth paragraph, second sentence, in the articles of association shall have the following meaning:

“Series C shares may be issued in a number of not more than 15,000,000 shares.”

The board of directors' proposal regarding amendment of the articles of association is conditional upon the adoption of resolutions by the annual general meeting regarding Share Program 2011 pursuant to Appendix A, an authorization for the board of directors to resolve on a directed issue of series C shares pursuant Appendix C and authorization for the board of directors to repurchase the issued series C shares pursuant to Appendix D.

The board of directors' proposal regarding an authorization for the board of directors to resolve on a directed issue of series C shares

The board of directors' proposes that the annual general meeting resolves on an authorization for the board of directors to resolve on directed issues of series C shares, for the time until the end of the next annual general meeting of the shareholders, as part of the Share Programs 2008-2011, and for the purpose to create share delivery capacity for the company and to secure for future cash flow effects due to payments of social security costs connected with the Share Programs. Right to subscribe for the series C shares, with deviation from the shareholders pre-emptive rights, shall only fall upon an external party who has been informed in advance. Such issues must not result in the share capital of the company exceeding the limits set out in the articles of association as adopted from time to time.

The basis for the subscription price shall be the share's quota value. It is proposed that the subscription price be equivalent to the quota value in order to limit the company's costs in conjunction with any future repurchase of the issued shares.

It is noted that the new shares will be subject to restrictions pursuant to Chapter 4 Section 6 (conversion clause) and Chapter 20 Section 31 (redemption clause) of the Swedish Companies Act.

The board of directors' proposal regarding an authorization for the board of directors to resolve on a directed issue of series C shares is conditional upon the adoption of resolutions by the annual general meeting regarding Share Program 2011 pursuant to Appendix A, amendment of the articles of association pursuant to Appendix B and authorization for the board of directors to repurchase the issued series C shares pursuant to Appendix D.

The board of directors' proposal regarding authorization for the board of directors to repurchase issued series C shares

The board of directors' proposes that the annual general meeting authorizes the board of directors to decide on the repurchase of the company's own shares in accordance with the following terms and conditions:

1. The board of directors shall have the right to repurchase all issued series C shares through an offer directed to all holders of series C shares.
2. The repurchase may be exercised on one or several occasions until the next annual general meeting.
3. The number of repurchased shares may not exceed 10% of all issued shares in the company at any given time.
4. The repurchase shall be made at a price corresponding to the share's quota value.

The reason for the proposed possibility to repurchase own shares is that the company shall be able to fulfill its obligations pursuant to the Share Programs 2008-2011.

The board of directors' proposal regarding authorization for the board of directors to repurchase issued series C shares is conditional upon the adoption of resolutions by the annual general meeting regarding Share Program 2011 pursuant to Appendix A, amendment of the articles of association pursuant to Appendix B and an authorization for the board of directors to resolve on a directed issue of series C shares pursuant Appendix C.

Stockholm on 28 March 2011

Swedish Orphan Biovitrum AB (publ)
The board of directors