

# Corporate Governance Report for Orexo AB (publ)

● Orexo is a Swedish public limited liability company with registered offices in Uppsala, Sweden and its share listed on the NASDAQ OMX (Small cap) Stockholm. Corporate Governance in Orexo is based on applicable legislation, the Swedish Code of Corporate Governance (“the Code”) and internal regulations and guidelines. The Code is available at [www.corporategovernanceboard.se](http://www.corporategovernanceboard.se). Orexo applies the Code without deviations.

● The aim of corporate governance at Orexo is to create a clear division of roles and responsibilities between shareholders, the Board of Directors and Executive Management.

● The company’s auditors reviewed this report.

## Corporate Governance at Orexo



The governance, management and control of Orexo are divided between the General Meeting of Shareholders, the Board of Directors and the President.

### External regulations influencing corporate governance

- Swedish Companies Act
- Regulations governing external reporting
- NASDAQ OMX Stockholm rules for issuers
- Swedish Code of Corporate Governance

### Internal rules of significance for corporate governance

- Articles of Association
- Formal work plan for the Board of Directors (including terms of reference for Board Committees)
- Terms of reference for the President
- Guidelines for remuneration of senior executives
- Finance policy
- IT policy
- Financial guidelines
- HR guidelines

## Shareholders

Orexo’s share has been listed on the NASDAQ OMX Stockholm (Small cap) since 2005. At year-end, the total number of shares amounted to 29,865,495 (23,403,752), distributed among 3,605 (3,656) shareholders. The ten largest shareholders held 62 (58) percent of the outstanding shares, corporate management 2 (3) percent and other shareholders 36 (39) percent. At December 31, 2011, two shareholders held shares representing 10 percent or more of the company – Novo A/S, 24.1 percent and HealthCap, 18.5 percent. Non-Swedish shareholders accounted for approximately 45 (31) percent of the total number of shares. Institutions and industrial owners hold the majority of shares. At year-end, 81 (78) percent of shares were held by legal entities, and 19 (22) percent by private individuals.

## Articles of Association

The Articles of Association are adopted by the General Meeting of Shareholders and outline a number of mandatory tasks of a fundamental nature to the company. Notification of the convening of the General Meetings is issued through an advertisement being placed on Orexo’s website and in Post- och Inrikes Tidningar (Official Swedish Gazette). Confirmation that a General Meeting has been convened shall be announced in the Svenska Dagbladet newspaper. The Articles of Association state that Orexo shall conduct research and development, and manufacture, market and sell pharmaceuticals and diagnostic preparations. Orexo’s Articles of Association also state that the Board of Directors shall have its registered office in Uppsala, Sweden, and shall consist of a minimum of three and a maximum of nine members, with a maximum of three deputies. The Articles of Association contain no special provisions on the appointment or dismissal of Board members. Amendments to the Articles of Association are made in accordance with the provisions of the Swedish Companies Act following a resolution of the General Meeting. The complete Articles of Association are available at [www.orexo.com](http://www.orexo.com).

### General Meeting of Shareholders

Orexo's highest decision-making body is the General Meeting, at which every shareholder who is entered in the share register and who has provided notification of their attendance within the stipulated time is entitled to participate and vote for the amount of shares held. Shareholders can also be represented by proxy at General Meetings. One share entitles the holder to one vote at General Meetings, and there are no limits as to how many votes each shareholder can cast at a General Meeting. Resolutions at General Meetings are passed with a simple majority, unless the Companies Act stipulates a higher percentage of the shares and votes represented at the Meeting.

The Annual General Meeting elects members to the Board of Directors and sets Board fees. The other mandatory tasks of the Annual General Meeting include adopting the company's balance sheet and income statement, passing resolutions on the appropriation of earnings from operations, remuneration guidelines for senior executives and decisions concerning discharge from liability for Board members and the President. The Annual General Meeting also chooses the company's auditor and sets the auditors' fees. In accordance with the Articles of Association, the Annual General Meeting shall be held in either Uppsala or Stockholm.

### Annual General Meeting 2011

The 2011 Annual General Meeting was held on Thursday, April 7, 2011 in Stockholm. At the Meeting:

- The balance sheet and income statement for the Parent Company and the Group for the 2010 fiscal year were adopted.
- Raymond G. Hill, Staffan Lindstrand, Bengt Samuelsson, Michael Shalmi, Kjell Strandberg and Håkan Åström were re-elected as ordinary Board members. Håkan Åström was re-elected as Chairman of the Board. Monica Caneman and Peter Lindborg had declined re-election.
- The Annual General Meeting granted Board members and the President discharge from liability for the 2010 fiscal year.
- It was decided that fees for Board members should amount to SEK 1,700,000, with SEK 500,000 paid to the Chairman of the Board, SEK 300,000 to Raymond G. Hill and SEK 150,000 to each of the other Board members, and a total of SEK 300,000 distributed equally between the members of the Remuneration and Audit Committees for their work in these bodies.
- It was decided to adopt a Board shareholder program, including the issuance of warrants and approval of the disposition of warrants within the framework of this program. Board shares (options to acquire shares in Orexo) ("Board Shares") shall be issued at no charge, with each Board Share eligible to be utilized for the acquisition of one share in Orexo against the payment of a redemption amount set at the quotient value of the Orexo share (SEK 0.4). Board members participating in the Orexo Board shareholder program receive Board Shares in the amount equivalent to 50 percent of the Board fee at the time of allocation, and the remaining 50 percent of the Board fee in cash. Board members' entitlement to request redemption comes into force from two years after the Annual General

Meeting onwards. The Board Share term runs from the date of allocation up to and including December 31, 2018. To ensure that the company can satisfy its undertaking to Board shareholders on the exercise of Board Shares, the General Meeting has resolved to issue no more than 24,000 warrants to the wholly owned subsidiary Pharmacall AB for any new share issue, equivalent to a maximum of approximately 0.10 percent of shares in Orexo at full dilution. The reasons for introducing the Orexo Board shareholder program is to attract, motivate and retain Board members, to increase Board members' interest in Orexo and its financial development and to give Board members the opportunity to have a financial stake in Orexo that is comparable with those of other shareholders. Based on an evaluation carried out by the company, the total value of the Board Shares is estimated to be SEK 1.1m at the date of allocation.

- The Board's motion concerning principles and guidelines for remuneration and other terms of employment for senior executives was approved.
- The motion concerning terms of reference for the Nomination Committee was approved.

Complete information about the 2011 Annual General Meeting can be found at [www.orexo.com](http://www.orexo.com).

### Extraordinary General Meeting on February 16, 2011

An Extraordinary General Meeting of Orexo was held on Wednesday, February 16, 2011 in Stockholm. The Meeting resolved to adopt the 2011/2021 performance-based, long-term incentive program for Orexo's senior executives. For more information about the incentive program, see the complete proposal at [www.orexo.com](http://www.orexo.com).

### Extraordinary General Meeting on May 27, 2011

An Extraordinary General Meeting of Orexo was held on Friday, May 27, 2011 in Stockholm. The meeting resolved to approve the Board's decision to issue new shares with pre-emptive rights for shareholders and the holders of the company's convertible bonds 2010/2015. The terms for the rights issue entail that four existing shares in Orexo provide entitlement to subscription for one new share at a subscription price of SEK 38 per share. The rights issue generated proceeds of approximately SEK 245m for Orexo before transaction costs. The rights issue was fully covered by subscription undertakings and commitments to underwrite without compensation and through a guarantee from an external party. For further details and information on the background are reasons for the rights issue, refer to Orexo's press release dated May 4, 2011, at [www.orexo.com](http://www.orexo.com).

### Annual General Meeting 2012

The Annual General Meeting of Orexo will be held on Wednesday, April 11, 2012, at 4:00 p.m. at the company's premises at Virdings allé 32 A, Uppsala, Sweden.

### Nomination Committee

The 2011 Annual General Meeting decided that Company should have a Nomination Committee. The Nomination Committee represents the company's shareholders. It is tasked with creating the best possible basis for the General Meeting's resolutions regarding the election of Board members and Board fees and to submit proposals concerning, for example, the appointment of auditors and auditors' fees. The Nomination Committee comprises representatives of the four largest shareholders in terms of voting rights on the final banking day in August 2011, in addition to the Chairman of the Board. The composition of the Nomination Committee was announced on Orexo's website and in a press release on October 11, 2011. The Committee held one (two) meetings during the year.

Through the Chairman of the Board, the Nomination Committee reviewed the evaluation of the Board's work and received information regarding developments in the company. The principal requirements to be imposed on the Board of Orexo and the importance of independent Board members were discussed.

No special remuneration was paid for participation in the Nomination Committee.

### Nomination Committee for the 2012 Annual General Meeting

Name	Represents	Represents
Ulrik Spork	Novo A/S, and Chairman of the Nomination Committee	
Björn Odlander	HealthCap	
Claus Berner Møller	Arbejdsmarkedets Tillaegspension (ATP)	
Ulrika Slåne	The Third Swedish National Pension Fund	
Håkan Åström	Chairman of the Board of Directors, Orexo	

Combined, the Nomination Committee represents about 40 percent of the number of shares and votes in the company, based on shareholder data at the time of appointment.

### Board of Directors

The Board's responsibility is regulated in the Companies Act and the formal work plan that is established annually. The formal work plan establishes the division of the Board's work between the Board in its entirety and the Board's various committees and between the Board and the President. It also sets out the items to be addressed at Board meetings and the manner in which the President provides the Board with information and reports. The Board has appointed Audit and Remuneration Committees from within its ranks.

At year-end, Orexo's Board of Directors consisted of Chairman Håkan Åström and Board members Raymond G. Hill, Staffan Lindstrand, Michael Shalmi, Kjell Strandberg and Bengt Samuelsson. For a more detailed description of Board members, refer to page 76.

### Board activities

The Board's formal work plan establishes the items to be addressed at the scheduled Board meetings. Following presentations

by the Audit Committee and President, the Board reviews all interim reports prior to publishing. The company's long-term targets and strategy and its budget are evaluated and approved by the Board. At each Board meeting, the President or another senior executive reports on the business situation and the status of development projects.

In addition to the statutory Board meeting, at least six scheduled Board meetings must be held. At the Board meeting during which the annual audit is to be considered, the Board meets with the auditors without the presence of any employees of the company.

It is incumbent upon the Board to ensure that the guidelines for remuneration to senior executives approved by the Annual General Meeting are followed and that the Annual General Meeting proposes guidelines for remuneration to senior executives.

Each year, the Board's work is evaluated by way of discussions and through external assessment. The results of the evaluation are presented to the Board and Orexo's Nomination Committee and forms the basis for proposals for Board members.

In matters concerning ownership, Orexo is represented by the Chairman of the Board.

### Remuneration to the Board

The Annual General Meeting resolved that Board fees would amount to SEK 1,700,000, of which SEK 500,000 to be paid to the Chairman of the Board, SEK 300,000 to Raymond G. Hill and SEK 150,000 to each of the other Board members, and a total of SEK 300,000 to be divided equally among the members of the Remuneration and Audit Committees.

In addition to the remuneration approved by the Annual General Meeting, on the initiative of Michael Shalmi and Staffan Lindstrand, the Board resolved on an extra payment to the Board Chairman Håkan Åström of SEK 657,100. The payment compensates Håkan Åström for the extra work carried out in conjunction with the recruitment of a new President, which was of such an extent that it was not considered to be part of regular Board work and the fees paid for such work.

During the year, the Board held 16 (12) meetings, of which seven (four) were telephone conferences or meetings by circulation. The Board mainly addressed and resolved on issues concerning the company's strategic direction, the status of projects, research collaborations, licensing of projects, the follow-up of financial performance, investment matters, external reporting, budget planning and follow-up, and the rights issue implemented in the second quarter. During the year, the Product Development Committee was discontinued. These issues are now addressed by the Board in its entirety, or in certain instances, by Executive Management. Orexo's auditor participated at the Board meeting that approved the financial statements and presented the audit at this meeting.

## Composition of the Board

Name	Function	Independent	Elected	Board Meeting Attendance	Remuneration Committee Attendance	Audit Committee Attendance
Håkan Åström	Board Chairman		2003	15/16	2/2	5/5
Monica Caneman*	Board member		2004	5/6	–	0/1
Michael Shalmi**	Board member		2010	15/16	2/2	4/4
Raymond G. Hill	Board member		2008	13/16	2/2	–
Peter Lindborg*	Board member		2009	5/6	–	–
Staffan Lindstrand	Board member		2002	14/16	2/2	4/5
Bengt Samuelsson	Board member		2008	15/16	–	–
Kjell Strandberg	Board member		2003	14/16	–	–

\* Board member up to and including 2011 Annual General Meeting

\*\* Member of the Audit Committee as of the 2011 Annual General Meeting

 Independent in relation to Orexo and its management

 Independent in relation to Orexo, its management and the company's largest shareholders

## Composition of the Board

Board members, their positions and whether or not they are considered to be independent in relation to Orexo, its management and the company's largest shareholders are stated in the table above. Orexo's Board of Directors is deemed to have satisfied the requirements of the Code in respect of independence, as all members elected by the Meeting have been deemed to be independent in relation to Orexo and its management and all of these members, with the exception of two, have also been deemed to be independent in relation to the company's largest shareholders.

## Audit Committee

Orexo's Audit Committee is primarily concerned with ensuring compliance with established principles for financial reporting and internal controls. The Audit Committee must also remain informed about the audit of the Annual Report and consolidated accounts, inspect and monitor the impartiality and independence of the auditor, paying particularly close attention to instances where the auditor provides the company with services outside the scope of the audit, and assist in the preparation of proposals to the General Meeting in respect of auditor selection. The Audit Committee presents the final version of Orexo's interim reports to the Board for approval and publication. The Audit Committee meets prior to the publication of each interim report, in connection with budget reviews and when otherwise necessary. The aforementioned issues are addressed by the Committee and the Board makes resolutions on the basis of the proposals produced. Orexo's auditor attends the meetings of the Audit Committee once or twice a year. During the year, the Audit Committee was convened on five (five) occasions. At least one of the members of the Committee must be independent in relation to the company and Executive Management, and also be independent in relation to the company's

largest shareholder and have accounting or auditing expertise. The Committee is currently made up of Håkan Åström, Michael Shalmi and Staffan Lindstrand.

## Remuneration Committee

The Remuneration Committee is tasked with addressing matters concerning salaries and other terms of employment, pension benefits and bonus systems, including any allocation of warrants under the terms of approved incentive programs for the President and the managers who report directly to him, as well as remuneration issues based on principle. The Committee shall meet as often as required. The above issues are addressed by the Committee and the Board makes resolutions on the basis of the proposals from the Committee. The Committee should comprise the requisite knowledge and expertise to deal with issues related to the remuneration of senior executives. The Remuneration Committee comprises Håkan Åström, Michael Shalmi and Raymond G. Hill. During the year, the Remuneration Committee was convened on two (two) occasions.

## Evaluation of the Board's work

The work of the Board, similar to that of the President, is evaluated annually in a systematic and structured process. The Nomination Committee is informed of the results of the evaluation.

## President and Executive Management

The President leads the work of the Executive Management team and makes decisions in consultation with the rest of the management. At the end of 2011, Executive Management consisted of six people. The Executive Management team holds regular meetings under the supervision of the President.

# Board of Directors' report on internal control and risk management regarding financial reporting

Internal governance, control and risk management concerning financial reporting are fundamental factors that ensure that Orexo achieves its goals.

The aim of Orexo's risk management systems and processes is to ensure that the shareholders can have the utmost confidence in the financial operation and presented reports, including the information given in this Annual Report and all interim reports. Orexo has established a methodology for developing, implementing, driving and evaluating internal controls and risk management in respect of all parts of the company, including financial reporting.

This methodology conforms to internationally established standards in the industry and comprises a framework with five principal components: control environment, risk assessment, control activities, information and communication, and follow-up and evaluation.

## Control environment

Pursuant to the Swedish Companies Act, the Board of Directors is responsible for the internal control and governance of the company. To maintain and develop a functional control environment, the Board has implemented a process of risk mapping and established a number of basic control documents and procedures that are of importance to financial reporting. These include the **Rules of Procedure for the Board of Directors** and **Instructions for the Managing Director**, and accounting and reporting instructions, which are reviewed and approved annually by the Board.

In addition, the control environment is continuously updated and secured by means of continuous monitoring and regular evaluations of risk profiles within various functions.

Responsibility for the daily work of maintaining the control environment is primarily incumbent on the President. He reports regularly to the Board of Directors and the Audit Committee pursuant to established procedures. In addition, the Board also receives regular reports directly from the company's auditor. Company managers have defined authorities, control functions and responsibilities within their respective areas for financial and internal controls.

## Risk assessment

Orexo regularly conducts extensive evaluations of financial risks and other risks that may impact financial reporting. These reviews extend to all parts of the company and are carried out to ensure that there is no significant risk of errors occurring in financial reporting. There are several areas where the control of financial information is particularly important, and Orexo has established a comprehensive risk layout that highlights a number of key potential risks in the financial reporting system.

The company continuously monitors and evaluates these areas and regularly examines other areas in order to create a comprehensive set of control procedures that will minimize the risks in these areas. In addition, new and existing risks are identified, addressed and regulated through a process of discussion in forums such as the Executive Management team, Board and Audit Committee. A structured evaluation of risks and the efficiency of processes deemed to represent the greatest risks is planned for 2012.

## Control activities

In light of the risks identified in the risk layout, and the continuous monitoring of the methods used to manage financial information, Orexo has developed control activities that ensure good internal control of all aspects of financial reporting. A number of policy documents and procedures have been applied throughout the year to manage reporting and accounting. Standard procedures, attestation systems, financial guidelines and risk layouts are examples of such policy documents.

An additional level of control in the financial system has been achieved by separating the company's financial and controller functions. These units are responsible for ensuring that financial reporting is correct, complete and timely. Orexo strives to continually improve its internal control systems and has, on occasion, engaged external specialists when validating these controls.

## Information and communication

Orexo is a listed company in one of the most regulated markets in the world – healthcare. In addition to the highly exacting requirements that NASDAQ OMX Stockholm and the supervisory authorities impose on the scope and accuracy of information, Orexo also employs internal information and communication control functions designed to ensure that correct financial and other corporate information is communicated to employees and other stakeholders.

The Board receives monthly reports concerning financial performance, the status of Orexo's development projects and other relevant information.

The corporate intranet provides detailed information about applicable procedures in all parts of the company and describes the control functions and how they are implemented.

The security of all information that may affect the market value of the company and mechanisms to ensure that such information is communicated in a correct and timely fashion are the cornerstones of the company's undertaking as a listed company. These two factors, and the procedures for managing them, ensure that

financial reports are received by all players in the financial market at the same time, and that they provide an accurate presentation of the company's financial position and performance.

#### **Follow-up**

Orexo's management conducts a monthly performance follow-up, with an analysis of deviations from the budget and the preceding period. Orexo's controller function also conducts monthly controls, evaluations and follow-ups of financial reporting. Because much of the company's product development is carried out in project form, these are followed up on a continuous basis from a financial perspective. The Board of Directors and the Audit Committee review the Annual Report and interim reports prior to publication. The Audit Committee discusses special accounting policies, risks and other issues associated with the reports. The company's external auditor also participates in these discussions.

Orexo has no separate auditing function (internal audit). The Board annually evaluates the need for such a function and, considering the size and structure of the company where essentially the company's entire operations are conducted from its head office in Uppsala, Sweden, has found no basis for establishing such a separate auditing function. The Board of Director's follow-up of the internal control over financial reporting is mainly carried out through the Audit Committee. All of the company's interim reports are reviewed by the auditors.

#### **Further information about Orexo's corporate governance**

The following information is available on [www.orexo.se](http://www.orexo.se) (in Swedish) and [www.orexo.com](http://www.orexo.com) (in English):

##### Articles of Association

- Information about the Swedish Corporate Governance Code
- Information from General Meetings of previous years
- Information from the Nomination Committee
- Information about remuneration principles for senior executives
- Corporate governance reports from 2008 onwards
- Information for the 2011 Annual General Meeting
- (convening notice, Nomination Committee proposals, presentation of the work of the Nomination Committee, etc.)

# Auditor's statement concerning the Corporate Governance Report

## To the Annual General Meeting of Orexo AB, Corporate Registration Number 556500-0600

It is the Board of Directors who is responsible for the Corporate Governance Report for 2011 on pages 69-72 and for ensuring that it has been prepared in accordance with the Annual Accounts Act.

We have read the Corporate Governance Report and based on this reading and our knowledge of the company and the Group are of the opinion that we have a sufficient basis for our statement. This means that our statutory review of the Corporate Governance Report has a different approach and is of a significantly lesser scope than an audit according to the International Standards on Auditing and accepted auditing standards in Sweden.

In our opinion, a Corporate Governance Report has been prepared and its statutory content is consistent with the Annual Report and the consolidated accounts.

Uppsala, March 19, 2012  
PricewaterhouseCoopers AB



Leonard Daun  
Authorized Public Accountant

# Board of Directors



## 1. Håkan Åström (born 1947) Chairman of the Board

### Board member since 2003

M.Sc. Bus. Adm., Honorary Doctorate in Medicine at the Sahlgrenska Academy in Gothenburg. Chairman of the Boards of Affibody Holding AB, Pled Pharma AB and Tubulus AB. Board member of Ferrosan Medical Devices AS, Med Core AB and Rehnman & Partners Asset Management AB.

Håkan Åström has served as President of a number of companies, including Travenol AB (Baxter Inc.), Astra Pharmaceuticals Ltd, Pharmacia AB and Kabi Pharmacia AB. Most recently, he was Senior Vice President of Pharmacia Corporation, in charge of the Group's strategy and communication. He was formerly Chairman of the Board of Swedish Orphan Biovitrum AB 2004–2010 and Board member of Karolinska Institute 2004–2010.

**Shares and options:** 58,842 shares and stock options providing entitlement to 26,992 shares.

## 2. Raymond G. Hill (born 1945)

### Board member since 2008

B. Pharm., Ph.D., D.Sc (Hon) F. Med. Sci. Visiting Professor at Bristol, Surrey, Imperial and Stathclyde Universities. President Emeritus, British Pharmacological Society; Member of Council and Trustee, Academy of Medical Sciences. Non-Executive Director of Addex, Covagen and Karolinska Development. He has worked in the pharmaceuticals industry for 25 years, mostly in basic drug discovery research, initially for Parke Davis, followed by Smith Kline & French and then Merck. Executive Director of Pharmacology at the Neuroscience Research Centre 1990-2002, followed by a position as Executive Director, Licensing and External Research, Europe for Merck.

**Shares and options:** stock options providing entitlement to 15,688 shares.

## 3. Staffan Lindstrand (born 1962)

### Board member since 2002

M.Sc. in Engineering. Partner of HealthCap and Board member of HealthCap AB, Aerocrine AB, PulmonX Inc. and Technolas Perfect Vision GmbH. Staffan Lindstrand has worked at HealthCap since 1997, joining the company after ten years in investment banking.

**Shares and options:** 963 shares held indirectly.

## 4. Bengt Samuelsson (born 1934)

### Board member since 2008

M.D., Ph.D. Professor at Karolinska Institute. Received the Nobel Prize in Medicine in 1982 for his research on arachidonic acid. Board member of Cardox AB, LTB4 Sweden and Nicox SA.

**Shares and options:** 2,492 shares held indirectly and stock options providing entitlement to 67,543 shares.

## 5. Michael Shalmi (born 1965)

### Board member since 2010

M.D., MBA.

Senior Partner in Novo Growth Equity within Novo A/S.

Before joining Novo A/S, he spent 15 years in various international senior positions in Novo Nordisk.

**Shares and options:** stock options providing entitlement to 2,397 shares.

## 6. Kjell Strandberg (born 1938)

### Board member since 2003

M.D., PhD.

Professor of Pharmacotherapeutics and Chairman of the Board and President of Kjell Strandberg Consulting AB, member of the Royal Swedish Academy of Engineering Sciences. Chairman of the NDA Regulatory Science Advisory Board and member of the Board of the Foundation for Pharmaceutical Medicine. Dr. Strandberg was previously Director General of the Swedish Medical Products Agency.

**Shares and options:** 2,550 shares and stock options providing entitlement to 15,923 shares.

# Management



## 1. Thomas Lundqvist (born 1951)

### Executive Vice President and Head of Pharmaceutical Research & Development

M.Sc. Pharm.

Founder.

Board member 1995–2003 and President 1997–2002 and for five months in 2003–2004.

Formerly the President of NeoPharma Production AB and ten years' experience of working at the Swedish Medical Products Agency.

**Shares and options:** 495,250 shares and employee stock options providing entitlement to 185,000 shares.

## 2. Åsa Holmgren (born 1965)

### Head of Regulatory Affairs

M.Sc. Pharm.

Employed since 2008.

Extensive experience of several major pharmaceutical companies, including AstraZeneca, and mainly international, strategic assignments within Regulatory Affairs.

**Shares and options:** Employee stock options providing entitlement to 42,500 shares.

## 3. Anders Lundström (born 1962)

### President and Chief Executive Officer

M.Sc. Pharm.

Employed since February 2011.

Extensive international experience of the pharmaceuticals industry in R&D, sales and marketing gained from his time at Biogen Idec, AstraZeneca, Janssen-Cilag and Bristol-Myers Squibb, among others.

**Shares and options:** Employee stock options providing entitlement to 500,000 shares.

## 4. Nikolaj Sørensen (born 1972)

### Chief Commercial Officer

M.Sc. Business and Economics.

Employed since 2011.

International commercial experience of the pharmaceuticals industry from Pfizer and Boston Consulting Group (BCG), among others. Board member of the Swedish Pharmaceutical Industry Association (LIF).

**Shares and options:** 11,970 shares and employee stock options providing entitlement to 110,000 shares.

## 5. Marie Zachrisson (born 1963)

### Director of Human Resources

B.Sc. Human Resources.

Employed since 2011.

Extensive HR experience from Ericsson AB, OMX and Inera AB, among others.

**Shares and options:** Employee stock options providing entitlement to 20,000 shares.

## 6. Peter Edman (born 1954)

### Chief Scientific Officer

Ph.D. and Associate Professor in Biochemistry

Employed since 2012.

Extensive experience from senior positions within pharmaceutical research and development at Sobi (Swedish Orphan Biovitrum), Biovitrum, AstraZeneca, Astra and Pharmacia, and Director at the Swedish Medical Product Agency. Professor in Pharmaceutical Formulation and, for several years, Adjunct Professor in Drug Delivery.

**Shares and options:** Employee stock options providing entitlement to 125,000 shares.

## 7. Carl-Johan Blomberg (born 1952)

### SVP & Chief Financial Officer

B.Sc. Finance.

Employed since 2011.

Extensive experience of accounting and finance from Micronic Mydata, Alfa-Laval, Procordia and Pharmacia & Upjohn, among others. Board Member of Pfizer Pension Trust Sweden, Swedish Space Corporation and Alfa-Laval Pension Trust.

**Shares and options:** Employee stock options providing entitlement to 100,000 shares.