

The nomination committee's proposals to the annual general meeting 2019

The nomination committee of Orexo, which consists of Martin Nicklasson (chairman of the board), Michael Shalmi (Novo Holding A/S and chairman of the nomination committee), Björn Odlander (HealthCap) and Claus Berner Møller (Arbejdsmarkedets Tillaegspension), proposes:

- that the chairman of the board, Martin Nicklasson, is elected chairman of the meeting,
- that the board of directors shall consist of eight board members with no deputy members,
- that the number of auditors shall be one with no deputy auditors,
- that the fees to the board of directors shall amount to SEK 3,300,000 to be allocated as follows: SEK 650,000 to the chairman and SEK 300,000 to each of the other board members, and in total SEK 400,000 to be allocated to the members of the audit committee so that the chairman of the committee receives SEK 200,000 and SEK 200,000 are allocated in equal parts between the other members of the committee, and in total 150,000 to be allocated to the members of the remuneration committee in equal parts between the members of the committee, and that fees to the auditor shall be paid against approved accounts,
- that the board members Staffan Lindstrand, Martin Nicklasson, Kristina Schauman, David Colpman, Kirsten Detrick and Henrik Kjær Hansen are re-elected, and that Fred Wilkinson and Mary Pat Christie are elected as new members of the board, all for the period up until the end of the next annual general meeting. Raymond Hill has declined re-election,
- that Martin Nicklasson is re-elected as chairman of the board, and
- that Ernst & Young Aktiebolag is re-elected as auditor for the period up until the end of the next annual general meeting. The proposal is in line with the recommendation by the audit committee.

A presentation of the persons proposed by the nomination committee to be re-elected as board members is available at www.orexo.com and a presentation of the persons proposed for election follows below.

Presentation of Fred Wilkinson

Born: 1956

Fred served as President and Chief Executive Officer of Impax Laboratories, Inc. from 2014 until December 2016 where he focused on revitalizing both the branded and generics businesses. Prior to joining Impax Laboratories, Inc., Fred held the position of President of the Specialty business at Watson Pharmaceuticals, Inc. (currently Allergan) from 2009 through 2014. Other previous employments include President of Duramed Pharmaceuticals, Inc., Chief Executive Officer of Columbia Laboratories, Inc., Chief Operating Officer of Watson Pharmaceuticals, Inc. and multiple positions at Sandoz Pharmaceutical Corp. Fred currently serves on the board of Alter Pharma Group, and has previous board experience from Impax Laboratories, Inc., Columbia Laboratories, Inc., Moksha8 Pharmaceuticals, Inc. and Somerset Pharmaceuticals, Inc. Fred holds an MBA with emphasis in Marketing from Capital University and a Bachelor of Science in Pharmacy from Ohio Northern University.

Fred Wilkinson holds no shares in Orexo. Fred Wilkinson is considered to be independent of the company and its executive management and is considered to be independent in relation to the company's major shareholders.

Presentation of Mary Pat Christie

Born: 1963

In her most recent role as Managing Director at Angelo Gordon & Co., an alternative asset manager, Mary Pat focused on business development of new fund strategies and new strategic alliances with outside firms to partner for sustainable long-term growth. Prior to her position as Managing Director, Mary Pat worked at Cantor Fitzgerald as an Institutional Fixed Income Salesperson and was an original partner at the Seaport Group. Mary Pat was the founder of Mendham Capital Management, a successful fixed income-trading boutique focused on investment grade, high yield and distressed debt, as well as private placements. Her career also includes high level roles at JP Morgan, Donaldson, Lufkin & Jenrette, and Fleet Bank. Mary Pat currently serves on the board of Hackensack Meridian Health's Carrier Clinic. Mary Pat holds an M.B.A. from Seton Hall University and an undergraduate degree in finance from the University of Delaware.

Mary Pat Christie holds no shares in Orexo. Mary Pat Christie is considered to be independent of the company and its executive management and is considered to be independent in relation to the company's major shareholders.

Uppsala, March 2019
Orexo AB (publ)
The nomination committee