

# Corporate Governance Report for Orexo AB (publ)

● Orexo is a Swedish public limited liability company with registered offices in Uppsala, Sweden and its share is 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 with one deviation.

● 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 29,946,332 (239,865,495), distributed among 3,588 (3,605) shareholders. The 10 largest shareholders held 62 (62) percent of the outstanding shares, corporate management 2 (2) percent and other shareholders 36 (36) percent. At December 31, 2012, two shareholders each held shares representing 10 percent or more of the company – Novo A/S, 24.0 percent and HealthCap, 18.5 percent. Non-Swedish shareholders accounted for approximately 45 (45) percent of the total number of shares. Institutions and industrial owners hold the majority of shares. At year-end, 81 (81) percent of shares were held by legal entities, and 19 (19) 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 2012**

The Annual General Meeting was held on Wednesday, April 11, 2012 in Uppsala. At the Meeting:

- The balance sheet and income statement for the Parent Company and the Group for the 2011 fiscal year were adopted.
- Raymond G. Hill, Staffan Lindstrand and Michael Shalmi were re-elected as Board members and Martin Nicklasson, Kristina Schaubman and Scott Myers were elected as new Board members. Martin Nicklasson was elected as Chairman of the Board. Bengt Samuelsson, Kjell Strandberg and Håkan Åström had declined re-election.
- The Annual General Meeting granted Board members and the President discharge from liability for the 2011 fiscal year.
- A resolution was adopted that fees for Board members should amount to a total of SEK 1,650,000, with SEK 600,000 paid to the Chairman of the Board, SEK 300,000 to Raymond G. Hill, SEK 150,000 to each of the other Board members, and a total of SEK 150,000 distributed between the members of the Audit Committee, so that the Chairman receives SEK 100,000 and SEK 50,000 is distributed between the other committee members for their work on the committee. The fee may be invoiced by a company in such a way that it is cost-neutral for Orexo.
- A resolution was adopted in accordance with the Board's proposal concerning authorization of the Board to approve a new issue of shares against payment in kind.
- A resolution was adopted to extend the latest time for making an offer to participate in the company's performance-based, long-term incentive program 2011/2021.
- 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 2012 Annual General Meeting can be found at [www.orexo.com](http://www.orexo.com).

#### **Extraordinary General Meeting on July 13, 2012**

An Extraordinary General Meeting of Orexo was held on Friday, July 13, 2012 in Uppsala. At the meeting:

- A resolution was passed to adopt the Board's proposal concerning the repurchase and transfer of the company's own shares.
- A resolution was adopted that repurchased shares can be transferred within the framework of the performance-based, long-term incentive program 2011/2021 whereby no more than 1,540,000 may be thus transferred.
- A resolution was passed to adopt the Board shareholder program 2012/2017, including the issue of subscription warrants and approval to dispose of the warrants within the framework of this program. No more than 270,000 of the company's own shares may be transferred to Board members. Board members representing major shareholders and non-independent Board members will not take part in the program. In this connection, a resolution was adopted that the Board fee to Raymond G. Hill is to be reduced by SEK 150,000.

For further information on the resolutions and all the terms and conditions of the Board shareholder program, please refer to Orexo's website, [www.orexo.com](http://www.orexo.com).

#### **Annual General Meeting 2013**

The Annual General Meeting of Orexo will be held on Thursday, April 11, 2013, at 5:00 p.m. at the company's premises at Virdings allé 32 A, Uppsala, Sweden.

#### **Nomination Committee**

The 2012 Annual General Meeting adopted a resolution that the 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 with submitting 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 2012, 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, 2012. As a number of those contacted prior to the Annual General Meeting 2013 concerning participation on the Nomination Committee declined to participate, the number of representatives amounted to three, in addition to the Chairman. The Committee held 1 (1) meeting 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 2013 Annual General Meeting

Name	Representatives
Ulrik Spork	Novo A/S, and Chairman of the Nomination Committee
Björn Odlander	HealthCap
Claus Berner Møller	Arbejdsmarkedets Tillaegspension (ATP)
Martin Nicklasson	Chairman of the Board of Orexo

Combined, the Nomination Committee represents about 49 per cent 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 Martin Nicklasson and Board members Raymond G. Hill, Staffan Lindstrand, Michael Shalmi, Kristina Schauman and Scott Myers. For a more detailed description of Board members, please refer to page 76.

### The work of the Board

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.

During the year, the Board held 15 (16) meetings, of which 6 (7) 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 collaboration, licensing of projects, the follow-up of financial performance, investment matters, external reporting, budget planning and follow-up, the program for the repurchase of the company's own shares which was initiated during the third quarter, and the restructuring of the license agreement with ProStrakan concerning Abstral®. These issues are 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.



### Remuneration of the Board

The Annual General Meeting resolved that Board fees should amount to SEK 1,650,000, of which SEK 600,000 was 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 150,000 to be divided among the members of the Audit Committee so that the Chairman receives SEK 100,000 and the other committee members share SEK 50,000. At the Extraordinary General Meeting held on July 13, 2012 it was resolved that the Board fee to Raymond G. Hill should be reduced by SEK 150,000 and that a Board shareholder program should be introduced for the independent Board members.

## Composition of the Board

Name	Function	Independent	Elected	Present at Board meetings	Present at Remuneration Committee	Present at Audit Committee
Martin Nicklasson*	Chairman of the Board		2012	11/11	1/1	4/4
Håkan Åström**	Chairman of the Board		2003	4/4	1/1	1/1
Scott Myers ***	Board member		2012	9/11	–	–
Kristina Schauman***	Board member		2012	11/11	–	4/4
Michael Shalmi	Board member		2010	14/15	1/2	1/1
Raymond G. Hill	Board member		2008	12/15	1/2	–
Staffan Lindstrand	Board member		2002	13/15	1/1	5/5
Bengt Samuelsson****	Board member		2008	3/4	–	–
Kjell Strandberg****	Board member		2003	4/4	–	–

- \* Chairman of the Board as from 2012 Annual General Meeting  
 \*\* Chairman of the Board up until 2012 Annual General Meeting  
 \*\*\* Board member as from 2012 Annual General Meeting  
 \*\*\*\* Board member up until 2012 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 and of the Annual Report 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 before the publishing of the interim reports and to carry out internal control. During the year, the Audit Committee was convened on 5 (5) 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 shareholders and have accounting or auditing expertise. The Committee is currently made up of Kristina Schauman (Chair), Martin Nicklasson 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 Martin Nicklasson (Chairman), Michael Shalmi and Raymond G. Hill. During the year, the Remuneration Committee was convened on 2 (2) 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 2012, Executive Management consisted of eight people. The Executive Management team holds regular meetings under the supervision of the President.

**Deviation from the Swedish Code of Corporate Governance**

As a result of the successful acquisition of the American rights to Abstral® and the planned launch of Zubsolv™, Orexo has created the foundation for establishing a successful commercial presence in the USA. In order to be successful in this work to the greatest possible extent and thus ensure optimal return to Orexo's shareholders, Novo A/S and HealthCap consider that it is necessary and desirable to tie the independent Board members closer to the company. The Board members can thus support management and

Orexo can draw operative benefit from the Board members' competence and personal networks in coming analyses and decision processes with regard to Orexo's future. In order to compensate, remunerate and motivate the independent Board members to assist in the extra work required by this process of change, a resolution was passed at the Extraordinary General Meeting held on July 13, 2012 to adopt the Board shareholder program 2012/2017.

# 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 in Orexo's business control.

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 Formal work plan for the Board of Directors and the Terms of reference for the President, 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.

## 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 the risk layout 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 at [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 Code of Corporate Governance
- 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 2013 Annual General Meeting (convening notice, Nomination Committee proposals, presentation of the work of the Nomination Committee, etc.)

# Auditor's Report on the Corporate Governance Statement

## To the annual meeting of the shareholders of Orexo AB, corporate identity number

It is the Board of Directors who is responsible for the Corporate Governance Statement for the year 2012 on pages 68-74 and that it has been prepared in accordance with the Annual Accounts Act.

We have read the corporate governance statement and based on that reading and our knowledge of the company and the group we believe that we have a sufficient basis for our opinions. This means that our statutory examination of the Corporate Governance Statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden.

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

Uppsala, March 19, 2013

PricewaterhouseCoopers AB



Lars Kylberg  
Authorized Public Accountant



# Board of Directors



## 1. Martin Nicklasson, Chairman of the Board of Directors (b. 1955)

Board member since 2012  
M.Sc. Pharm. PhD and Associate Professor at the Faculty of Pharmacy, Uppsala University.  
*Other appointments:* Chairman of Farma Holding AS and board member of Pozen Inc., Oasmia AB, Biocrine AB and Denator AB. Member of the Royal Academy of Engineering Sciences (IVA).  
*Previous appointments:* CEO at Swedish Orphan Biovitrum AB 2007-2010. Astra/AstraZeneca 1978-1989 and 1991-2007, among other responsible for global drug development and marketing and business development within AstraZeneca, and CEO at AstraZeneca Sweden AB. CEO at Astra Hässle AB and responsible for R&D within KABI.  
Holds 3,000 shares and stock options entitling to 135,000 shares.

## 4. Scott Myers (b. 1966)

Board member since 2012.  
BA in Biology and MBA in Finance.  
*Other appointments:* CEO at Aerocrine AB.  
*Previous appointments:* VP, Head of European Mid-Markets at UCB, senior positions at Johnson & Johnson including Senior Vice President and General Manager of McNeil Specialty Products.  
Holds stock options entitling to 45,000 shares.

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

Board member since 2008  
B. Pharm., Ph.D., D.Sc (Hon) F. Med. Sci.  
*Other appointments:* Visiting Professor at Bristol, Surrey, Imperial and Strathclyde Universities. President Emeritus at the British Pharmacological Society; Member of Council and Trustee, Academy of Medical Sciences. Non-Executive Director of Addex, Covagen and Karolinska Development.  
*Previous appointments:* 25 years of experience from pharmaceuticals industry, 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.  
Holds stock options entitling to 60,688 shares.

## 5. Staffan Lindstrand (b. 1962)

Board member since 2002.  
M.Sc. in Engineering.  
*Other major appointments:* Partner of HealthCap and Board member of HealthCap AB, Aerocrine AB, PulmonX Inc. and 20/10 Perfect Vision AG.  
*Previous appointments:* Ten years in investment banking.  
Holds 963 shares indirect.

## 3. Kristina Schauman (b. 1965)

Board member since 2012  
B.Sc. Business and Economics.  
*Other major appointments:* Board member and Chairman of the Audit committee of Apoteket AB and ÅF AB, Board member of Skandia Liv and Member of the Advisory Board of Rädde Barnen Sweden.  
*Previous appointments:* CFO at OMX, Carnegie, Apoteket AB, CEO at Apoteket AB and Group Treasurer at Investor AB. Board member of Vasakronan AB and Apoteket Pension Trust. Holds 10,000 shares and stock options entitling to 45,000 shares.

## 6. Michael Shalmi (b. 1965)

Board member since 2010  
M.D., MBA.  
*Other appointments:* Senior Partner in Novo A/S investment unit Novo Growth Equity,  
*Previous appointments:* 15 years at Novo Nordisk; V.P. International Marketing, Corporate VP Haemostasis and Chief Medical Officer BioPharm, V.P. of Haematology Business Unit, V.P. BioPharm Business Unit, and Corporate V.P. Global Development, Clinical Operations Management at Novo Nordisk HQ.  
Does not hold any shares in Orexo.

# Management



## 1. Nikolaj Sørensen (b. 1972)

Chief Executive Officer since February 2013, employed since 2011.  
M.Sc. Business and Economics.  
*Previous appointments:* International commercial experience of the pharmaceuticals industry from Pfizer and Boston Consulting Group (BCG). Board member of the Swedish Pharmaceutical Industry Association (LIF). Holds 13,770 shares and stock options entitling to 110,000 shares.

## 2. Carl-Johan Blomberg (b. 1952)

SVP & Chief Financial Officer since 2011.  
B.Sc. Business and Finance.  
*Other appointments:* Board Member at Pfizer Pension Trust Sweden and Alfa-Laval Pension Trust.  
*Previous appointments:* CFO at Micronic Mydata, Corp Treasurer at Alfa-Laval, Procordia and Pharmacia & Upjohn. Holds stock options entitling to 100,000 shares.

## 3. Peter Edman (b. 1954)

Chief Scientific Officer since 2012.  
Ph.D. and Associate Professor in Biochemistry  
*Previous appointments:* Extensive experience from senior positions within research and development at Sobi, Biovitrum, AstraZeneca, Astra and Pharmacia. Director at the Swedish Medical Product Agency. Professor in Pharmaceutical Formulation and, for several years, Adjunct Professor in Drug Delivery. Holds stock options entitling to 125,000 shares.

## 4. Thomas Lundqvist (b. 1951)

Executive Vice President and Founder of Orexo.  
M.Sc. Pharm.  
*Previous appointments:* Board member 1995–2003 and President 1997–2002 and for five months in 2003–2004. President of NeoPharma Production AB and ten years' experience of working at the Swedish Medical Products Agency. Holds 495,250 shares and stock options entitling to 185,000 shares.

## 5. Åsa Holmgren (b. 1965)

Head of Regulatory Affairs since 2008.  
M.Sc. Pharm.  
*Previous appointments:* Extensive experience of several major pharmaceutical companies, including AstraZeneca, and mainly international, strategic assignments within Regulatory Affairs. Holds stock options entitling to 77,500 shares.

## 6. Marie Zachrisson (b. 1963)

Director of Human Resources since 2011.  
B.Sc. Human Resources.  
*Previous appointments:* Extensive HR experience from Ericsson AB, OMX and Inera AB. Holds stock options entitling to 20,000 shares.

## 7. Eva Idén (b. 1966)

Acting Chief Operating Officer since 2012.  
M.Sc. Chemical Engineering.  
*Previous appointments:* Extensive experience from Astra and AstraZeneca as Head of API Supply, Head of UK Operations and Head of Global Projects/Change Management. Does not hold any shares in Orexo.

## 8. Anders Lundström (b. 1962)

*President and Chief Executive Officer from February 2011 to February 2013.*  
M.Sc. Pharm.