

RULES OF PROCEDURE FOR APPOINTMENT OF THE NOMINATION COMMITTEE AND INSTRUCTIONS FOR THE NOMINATION COMMITTEE AT RECIPHARM AB (PUBL)

1. Appointment of Nomination Committee, etc.
 - 1.1 The Nomination Committee shall consist of four members – one representative from each of the three largest shareholders in terms of voting rights who wish to appoint a member of the Nomination Committee and the Chairman of the Board. In these instructions, 'three largest shareholders in terms of voting rights' refers to the three largest shareholders in terms of voting rights registered and grouped as owners by Euroclear Sweden AB.
 - 1.2 The Chairman of the Board shall, as soon as possible after the information about the largest shareholders in terms of voting rights becoming known, contact the three largest shareholders in terms of voting rights in order to ascertain if they wish to appoint members of the Nomination Committee. If one or more of the three largest shareholders in terms of voting rights refrains from appointing a member of the Nomination Committee, the Chairman of the Board shall offer other major shareholders the opportunity to appoint a member of the Nomination Committee. Should such offer be made, it shall be made in turn to the largest shareholders in terms of voting rights (i.e. first to the fourth largest shareholder in terms of voting rights, thereafter to the fifth largest shareholder in terms of voting rights, and so on). This procedure is continued until the Nomination Committee consists of four members including the Chairman of the Board.
 - 1.3 Information concerning ownership/owner groups held in Euroclear Sweden AB's registers as of the last banking day in September shall constitute the basis for determining which shareholders are entitled to appoint a member of the Nomination Committee.
 - 1.4 At its first meeting, the Nomination Committee shall elect a Chairman. The Chairman of the Board of Directors or other board member shall not be the Chairman of the Nomination Committee. The Nomination Committee's term of office runs until a new Nomination Committee has been appointed.
 - 1.5 The Nomination Committee's term of office shall run until a new Nomination Committee has been appointed.
 - 1.6 Should any change in ownership occur among the largest shareholders in terms of voting rights and a shareholder who has previously not been entitled to appoint a member of the Nomination Committee thereby becomes a larger shareholder than any of those who have appointed a member of the Nomination Committee ("new major shareholder"), the Nomination Committee shall, if the new major shareholder expresses a desire to appoint a member of the Nomination Committee, decide that the member of the Nomination Committee who represents the smallest shareholder in terms of voting rights shall be dismissed and replaced by the member appointed by the new major shareholder. Should a new major shareholder wish to appoint a member of the Nomination Committee, this shareholder shall notify this to the Nomination Committee's Chairman. Such notification

shall include the name of the person whom the new major shareholder appoints as member of the Nomination Committee.

- 1.7 A shareholder who has appointed a member of the Nomination Committee has the right to dismiss the member and appoint a new member. Should such replacement be made, the shareholder shall notify this to the Nomination Committee's Chairman without delay (or, if the Nomination Committee's Chairman is to be replaced, to the Chairman of the Board). Such notification shall include the name of the member dismissed and the person who is to replace that person as member of the Nomination Committee.
- 1.8 Should a member representing a shareholder on the Nomination Committee vacate his/her position prematurely, the Nomination Committee shall without delay invite the shareholder who appointed the member to appoint a new member. Should a new member not be appointed by the shareholder, the Nomination Committee shall offer other shareholders with greater voting rights to appoint a member of the Nomination Committee. Such offer shall be made in turn to the largest shareholders in terms of voting rights (i.e. first to the largest shareholder in terms of voting rights who has not already appointed a member to the Nomination Committee or previously waived such right, thereafter to the second largest shareholder who has not already appointed a member to the Nomination Committee or previously waived such right, and so on). The procedure is continued until the Nomination Committee is complete. A member who vacates his/her position prematurely shall notify this to the Nomination Committee's Chairman (or, if the Nomination Committee's Chairman is to be replaced, the Chairman of the Board).
- 1.9 The Nomination Committee shall comply with the compositional requirements set out in the Swedish Code of Corporate Governance (the "Code"). Should those major shareholders who have the right to appoint members of the Nomination Committee wish to appoint persons who mean that the requirements concerning the composition of the Nomination Committee as set out in the Code are not satisfied, a larger shareholder shall, in the case of appointment of a member that is based on the provision under paragraph 1.2 above, have precedence regarding their first choice of member over a smaller shareholder. When appointing a new member in accordance with the provisions under paragraphs 1.6-1.8 above, that shareholder who is to appoint a new member, in the case of appointment of a new member, shall take the composition of the existing Nomination Committee into account.
- 1.10 The Nomination Committee may as appropriate co-opt persons to the Nomination Committee. Such person has the right to speak but not the right to vote on the Nomination Committee.

2. Information

- 2.1 The Nomination Committee shall submit proposals for:
 - (a) Chairman of the Annual General Meeting (the "AGM"),
 - (b) number of board members to be elected by the AGM,

- (c) Chairman and other members elected as the Board of Directors by the AGM;
 - (d) fees and other remuneration to each of the board members elected by the AGM and to members of the committees of the Board of Directors,
 - (e) auditors,
 - (f) fees to auditors;
 - (g) the election of the Nomination Committee, or a resolution on rules of procedures for the appointment of the Nomination Committee, and a resolution on the instructions for the Nomination Committee, and
 - (h) remuneration for the members of the Nomination Committee.
- 2.2 When drafting its proposal for the Board, the Nomination Committee shall consider the Board's compositional requirements as provided for in the Swedish Companies Act and NASDAQ OMX Stockholm's regulatory framework for issuing bodies. The Nomination Committee should also take into account the requirements set out in the Code as regards the Board's size and composition.
- 2.3 When drafting its proposal for auditors, the Nomination Committee shall take into account the requirements concerning auditors as provided for in the Swedish Companies Act.
- 2.4 When drafting its proposal for a decision concerning the Nomination Committee, or a proposal for a decision on rules of procedure for appointment of a Nomination Committee and a decision on instructions for the Nomination Committee, the Nomination Committee should take into account the requirements set out in the Code as regards such a decision. The requirements concerning the composition of the Nomination Committee set out in the Code should also be taken into account.
- 2.5 Should the Nomination Committee's proposal entail a deviation from the Code, the Nomination Committee shall, at the same time as it submits its proposal, provide the company with an explanation for the deviation.
- 2.6 The Nomination Committee shall, at the same time as it informs the company of its proposals, provide the company with a reasoned opinion regarding its proposal to the Board, taking into account what is stated in the Code as regards the composition of the Board.
- 2.7 The Nomination Committee shall provide the company with that information relating to its duties as required to enable the company to fulfil its information obligation under the Code.
- 2.8 At least one member of the Nomination Committee shall attend the AGM. At an AGM where the election of the Board or auditors is to take place, the Nomination Committee shall provide an account of how its work has been carried out and present and justify its proposals.

3. Meetings

- 3.1 The Nomination Committee shall meet as often as is necessary for the Nomination Committee to be able to fulfil its duties. The Chairman of the Board shall convene the Nomination Committee for its first meeting. Invitations to its other meetings are issued by the Nomination Committee's Chairman. Should a member request that the Nomination Committee be convened, such request shall be granted.
- 3.2 The Nomination Committee is quorate if more than half of the members are present. A decision on a matter may not, however, be taken unless all members are offered the opportunity to participate in the treatment of the matter.
- 3.3 When electing the Nomination Committee's Chairman, the person receiving most votes is considered elected. In the event of an equal number of votes, election is by drawing of lots.
- 3.4 The opinion that more than half of the members present vote for or, in the event of an equal number of votes the opinion supported by the Nomination Committee's Chairman, shall be the Nomination Committee's decision.
- 3.5 Minutes shall be taken at the Nomination Committee's meetings and signed and approved by the Nomination Committee's Chairman and a member appointed by the Nomination Committee. The minutes shall be taken and filed in accordance with what applies in the case of company board minutes.

4. Confidentiality

- 4.1 Members of the Nomination Committee are subject to an obligation to observe the confidentiality of the company's business and this obligation shall at the company's request be confirmed by the member by signing a special confidentiality agreement between the member and the company.

5. Fees and cost reimbursements

- 5.1 No fee is paid to the members of the Nomination Committee.
- 5.2 The members of the Nomination Committee are entitled to payment from the company for proven reasonable expenses for the execution of their duties, such as, for example, the cost of recruitment services.
- 5.3 The Nomination Committee shall, in conjunction with the presentation of its work at the AGM, report remunerations paid in accordance with paragraph 5.2 above.

6. Period of validity

- 6.1 These rules of procedures for appointment of the Nomination Committee and instructions for the Nomination Committee at Recipharm AB (publ) shall apply until further notice.