

**Minutes of the Annual General Meeting of  
the shareholders of NeuroVive  
Pharmaceutical AB (publ), 556595-6538, on  
20 May 2020, at 10 a.m. at Medicon Village,  
Scheelevägen 2, in Lund, Sweden.**

**§ 0. Opening of the Meeting**

Chair David Laskow-Pooley opened the Annual General Meeting (AGM) and welcomed the shareholders present.

**§ 1. Election of the Chair of the AGM**

NeuroVive's CFO Catharina Johansson was elected Chair of the AGM. NeuroVive's Lab manager and Communications Eleonor Åsander Frostner kept the minutes.

It was noted that Board members David Laskow-Pooley, David Bejker, Denise Goode, Magnus Persson and Jan Törnell, i.e. the entire board, were present via video-link at the AGM. The company's CEO Erik Kinnman, Auditor in Charge Michael Olsson from MAZARS SET Revisionsbyrå AB and Attorney Annika Andersson from Cirio law firm, was also present via video-link at the AGM.

**§ 2. Preparing and approving of the Voting List**

The AGM resolved to approve the attached list of shareholders, representatives and assistants present at the Meeting as the Voting List of the AGM, see Appendix 1.

**§ 3. Approving the Agenda**

The AGM resolved to approve the Agenda proposed by the Board of Directors.

**§ 4. Election of two persons to verify the minutes**

The AGM resolved that, in addition to the Chair, Christian Rudbäck and Kristina Ingvar would verify the Minutes.

**§ 5. Consideration whether the AGM has been duly convened**

The Chair announced that the AGM was convened by the publication of a notice in the Swedish Official Gazette on 21 April 2020, and that the same information was uploaded to the company's website on 20 April 2020. An announcement was also made in Swedish broadsheet Svenska Dagbladet on 21 April 2020. The AGM concluded that the AGM had been duly convened.

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**§ 6. The Chief Executive Officer's address**

The company's Chief Executive Officer Erik Kinnman made a presentation on the company's operations. Shareholders were given the opportunity to raise questions.

**§ 7. Presentation of the Annual Report and Audit Report and the Consolidated Accounts and Consolidated Audit Report**

The Annual Report, associated Balance Sheet and Income Statement, Audit Report, and the Consolidated Income Statement and Consolidated Balance Sheet, for the financial year 2019 was presented, see [Appendix 2](#).

The Chair informed the AGM that the Annual Report, associated Balance Sheet and Income Statement, Audit Report, and the Consolidated Income Statement and Consolidated Balance Sheet, for the financial year 2019 had been made available at the company's office and website three weeks prior to the AGM, and was distributed at the AGM and sent to shareholders on request.

**§ 8. Resolutions**

The AGM resolved:

- (a) to adopt the presented Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet,
- (b) to allocate the company's profit in accordance with the adopted Balance Sheet, in accordance with the Board of Directors' proposal in the Annual Report and that no dividend is to be paid for the financial year 2019,
- (c) and to discharge the Board of Directors and the Chief Executive Officer from liability for the financial year 2019.

**§ 9. Resolution to amend the articles of association**

The Chair presented the Board of Directors' proposal to amend the articles of association, in accordance with [Appendix 3](#), and announced that the full proposal had been made available at the company's office and website three weeks prior to the AGM. In addition, the proposal was distributed at the AGM and sent to shareholders upon request.

The AGM concluded that the Board of Directors' proposal to amend the articles of association in accordance with [Appendix 3](#) had been duly presented.

The AGM resolved to adopt the Board of Directors' proposal, see [Appendix 3](#).

It was noted that the resolution was unanimous.

**§ 10. Resolution to amend the articles of association**

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The Chair presented the Board of Directors' proposal to amend the articles of association, in accordance with Appendix 4, and announced that the full proposal had been made available at the company's office and website three weeks prior to the AGM. In addition, the proposal was distributed at the AGM and sent to shareholders upon request.

The AGM concluded that the Board of Directors' proposal to amend the articles of association in accordance with Appendix 4 had been duly presented.

The AGM resolved to adopt the Board of Directors' proposal, see Appendix 4.

It was noted that the resolution was unanimous.

#### **§ 11. Determination of the number of Board members and Auditors**

The Chair of the Nomination Committee Kristina Ingvars presented the Nomination Committee's work and proposals, Appendix 5. The Nomination Committees' proposal for the election of Roger Franklin was supplemented with that he should take office on 9 July 2020.

The Chair presented the Nomination Committee's proposal that the Board of Directors is to be composed of six members and that one Auditor be appointed.

The AGM resolved to adopt the Nomination Committee's proposal, see Appendix 5.

#### **§ 12. Determination of Directors' and audit fees**

The Chair presented that the Nomination Committee's proposed remuneration to Board members elected by a general meeting and not employed by the company, and members of the various Committees not employed by the company, as in the previous year, is to be paid as follows:

- SEK 400,000 to the Chair of the Board of Directors;
- SEK 250,000 each to other Board members;
- SEK 100,000 to the Chair of the Audit Committee;
- SEK 50,000 each to other members of the Audit Committee;
- SEK 40,000 to the Chair of the Remuneration Committee;
- SEK 20,000 each to other members of the Remuneration Committee.

Furthermore, the Chair announced that the Nomination Committee had proposed remuneration to the Auditors in line with the previous year, to be paid against approved account in accordance with customary charging practice, and that no fees be payable to members of the Nomination Committee.

The AGM resolved to adopt the Nomination Committee's proposal regarding proposed remuneration to the Board of Directors, see Appendix 5.

The AGM also resolved to adopt the Nomination Committee's proposal regarding remuneration to Auditors, see Appendix 5.

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### **§ 13. Election of a Board of Directors and Auditors**

The Chair presented the Nomination Committee's proposal that the following Board members be re-elected to the Board of Directors: David Laskow-Pooley, David Bejker, Denise Goode, Magnus Persson and Jan Törnell. The Nomination Committee also proposed the election of Roger Franklin as new Board member. Roger Franklin is proposed to take office on 9 July 2020. The Nomination Committee proposed that David Laskow-Pooley be re-elected Chair of the Board of Directors.

The Chair also presented the Nomination Committee's proposal that Auditors MAZARS SET Revisionsbyrå AB be re-elected as the company's Auditor, for a period until the conclusion of the AGM held in the financial year after appointment.

Information was presented regarding the proposed Board member external Directorship.

The AGM resolved to adopt the Nomination Committee's proposal regarding election of the Board of Directors, see Appendix 5.

The AGM resolved to adopt the Nomination Committee's proposal regarding election of the Auditor, see Appendix 5.

### **§ 14. Resolution regarding guidelines for remuneration to senior executives**

The Chair presented the Board of Directors' proposed resolution regarding guidelines for remuneration to senior executives, in accordance with Appendix 6, and announced that the full proposal had been made available at the company's office and website three weeks prior to the AGM. In addition, the proposal was distributed to the AGM and sent to shareholders on request.

The AGM resolved to adopt the Board of Directors' proposal, see Appendix 6.

### **§ 15. Resolution regarding appointing members of the Nomination Committee and instructions for the Nomination Committee**

The Chair presented the Nomination Committee's proposed resolution regarding appointing members of the Nomination Committee and instructions for the Nomination Committee, in accordance with Appendix 7, and announced that the full proposal had been made available at the company's office and website three weeks prior to the AGM. In addition, the proposal was distributed to the AGM and sent to shareholders on request.

The AGM resolved to adopt the Nomination Committee's proposal, see Appendix 7.

### **§ 16. Resolution to authorize the Board of Directors to decide on new issue of shares, warrants and/or convertibles**

The Chair presented the Board of Directors' proposed resolution regarding authorizing the Board to issue new shares, warrants and/or convertibles, in accordance with Appendix 8, and announced that the full proposal had been made available at the company's office and website three weeks prior to the

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AGM. In addition, the proposed resolution was distributed to the AGM and sent to shareholders on request.

The AGM concluded that the Board of Directors' proposal to authorize the Board of Directors to decide on the new issue of shares, warrants and/or convertibles in accordance with Appendix 4 had been duly presented.

The AGM resolved to adopt the Board of Directors' proposal, see Appendix 8.

It was noted that the decision was unanimous.

#### **§ 17. Resolution on amendment of corporate name**

The Chair presented the Board of Directors' proposal on amendment of corporate name, in accordance with Appendix 9, and announced that the full proposal had been made available at the company's office and website three weeks prior to the AGM. In addition, the proposal was distributed at the AGM and sent to shareholders upon request.

The AGM concluded that the Board of Directors' proposal to amend the articles of association in accordance with Appendix 9 had been duly presented.

The AGM resolved to adopt the Board of Directors' proposal, see Appendix 9.

It was noted that the resolution was unanimous.

#### **§ 18. Closing the Meeting**

The Meeting resolved to authorize the Board, or a person appointed by the Board, to make any minor adjustments in the AGM's resolutions which may prove necessary when registering the decisions under items 9,10,13,16 and 17.

As all items on the Agenda had been addressed, and no other questions were raised, the Chair declared the AGM closed.

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*Signature page follows*

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Taking minutes

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Eleonor Åsander Frostner

Verified

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Catharina Johansson (ordförande)

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Christian Rudbäck

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Kristina Ingvar