

N.B. English translation is for convenience purposes only.



## **Notice of Annual General Meeting of NeuroVive Pharmaceutical AB (publ)**

**The shareholders of NeuroVive Pharmaceutical AB (publ), corporate identity number 556595-6538, are hereby convened to the Annual General Meeting, held at 10 a.m. on Wednesday, 20 May 2020 at Medicon Village, Scheelevägen 2, Ga Gästmatsalen, in Lund, Sweden, with admission for registration from 9.30 a.m.**

### **Information regarding COVID-19**

As a precautionary measure to reduce the risk of spreading the coronavirus, the Board of Directors of NeuroVive Pharmaceutical AB has decided to keep planned speeches at the general meeting to a minimum. The CEO's speech will be recorded and posted on the website after the Annual General Meeting. Participation at the general meeting by members of the Board of Directors, management as well as non-shareholders staff will be limited. Due to the authorities' regulations, the Company would like to emphasize all shareholders to carefully consider, instead of physically attending the meeting, use the below described opportunity to vote by proxy. This is especially true for people who feel ill, who are part of a risk group, who have been in an area of spread of infection or have been in close contact with someone who is infected by the new corona virus. A proxy form for representatives to represent shareholders and exercise their voting rights is available on the Company's website ([www.neurovive.com](http://www.neurovive.com)). No refreshments will be served at the Annual General Meeting.

The Company follows the development of the coronavirus and will update the above measures if necessary. Information about possible changes is published on the Company's website. For current information and recommendations regarding the corona virus, refer to the Public Health Agency, [www.folkhalsomyndighet.se](http://www.folkhalsomyndighet.se).

### **Entitlement to participate and notification**

Shareholders that wish to participate at the Annual General Meeting should

- be included in the share register maintained by Euroclear Sweden AB on Thursday, 14 May 2020, and
- notify the Company by email to [anmalan@neurovive.com](mailto:anmalan@neurovive.com) or, in writing to NeuroVive Pharmaceutical AB, Medicon Village, Scheelevägen 2, 223 81 Lund, Sweden, no later than Thursday, 14 May 2020. Notifications must state full names, personal or corporate identity numbers, shareholdings, address, daytime telephone number, and where applicable, information on deputies or assistants (maximum of two). Where applicable, notifications should also enclose powers of attorney, certificates of registration and other legitimacy papers.

### **Nominee-registered shares**

For entitlement to participate at the Annual General Meeting, shareholders with nominee-registered holdings with banks or other administrators must temporarily re-register their shares in their own name with Euroclear Sweden AB. Such re-registration must be complete by no later than Thursday, 14 May 2020, which means that shareholders that wish to conduct such re-registration must inform their administrator thereof in good time prior to the aforementioned date.

### **Proxies etc.**

If shareholders attend by proxy, such proxy must bring a written power of attorney, dated and signed by the shareholder to the Meeting. This power of attorney may not be older than one year, unless a longer term of validity (although subject to a maximum of five years) is stated in the power of attorney. If the power of attorney has been issued by a legal entity, the proxy should also bring the relevant certificate of registration or corresponding legitimacy papers for the legal entity. To facilitate entry, a copy of the power of attorney and other legitimacy papers should be attached to the notification of attendance of the Meeting. Power of attorney forms are available from the Company's website [www.neurovive.com](http://www.neurovive.com) and can be sent by mail to shareholders that contact the Company stating their mail address.

### **Number of shares and votes**

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At the time of publication of this Notice, the total number of shares and votes of the Company is 185,952,591. The Company does not hold any treasury shares.

**Proposed agenda:**

0. Opening the Meeting.
1. Election of a Chair of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election or two persons to verify the minutes.
5. Consideration of whether the Meeting has been duly convened.
6. Chief Executive Officer's address.
7. Submission of the Annual Accounts and Audit Report and the Consolidated Accounts and Consolidated Audit Report.
8. Resolutions
  - a) On adopting the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet.
  - b) On appropriation of the Company's earnings in accordance with the adopted Balance Sheet.
  - c) On discharging the Board members and Chief Executive Officer from liability.
9. Resolution on amendment of the Articles of Association.
10. Resolution on amendment of the Articles of Association.
11. Determination of the number of Board members and auditors.
12. Determination of Directors' and audit fees.
13. Election of the Board of Directors and auditor.
14. Resolution on guidelines for remuneration to senior executives.
15. Resolution on guidelines for appointing members of the Nomination Committee and instructions for the Nomination Committee.
16. Resolution on authorizing the Board of Directors to decide on new issue of shares, warrants and/or convertibles.
17. Resolution on amendment of corporate name.
18. Closing the Meeting.

Proposed resolutions in brief:

**Election of a Chair of the Meeting (point 1)**

The Nomination Committee proposes that the Annual General Meeting appoints Lawyer Annika Andersson, Cirio Law firm, as Chair of the Annual General Meeting 2020.

**Appropriation of profits (point 8 b)**

The Board of Directors proposes that the Annual General Meeting disposes over the Company's earnings in accordance with the Board of Directors' proposal in the Annual Accounts. Additionally, the Board of Directors proposes that no dividend is paid for the financial year 2019.

**Resolution on amendment of the Articles of Association (point 9)**

The Board of Directors proposes that the Annual General Meeting resolves to amend the Company's Articles of Association in accordance with the following:

§ 7 in the Articles of Association is proposed to be amended from:

*“For auditing the Company's Annual Accounts and the Board of Directors' and Chief Executive Officer's administration, one or two Auditors with or without deputies shall be appointed, or one registered public accounting firm. The assignment as Auditor shall apply until the end of the Annual General Meeting held in the fourth financial year after the Auditor is appointed.”* to:

*“For auditing the Company's Annual Accounts and the Board of Directors' and Chief Executive Officer's administration, one or two Auditors with or without deputies shall be appointed, or one registered public accounting firm.*

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*The assignment as Auditor shall apply until the end of the Annual General Meeting held in the financial year after the Auditor is appointed.”*

§ 10 item 8 in the Articles of Association is proposed to be amended from:

*“Determination of the number of Board members, and where applicable, the number of Auditors and Deputy Auditors;”*  
to:

*“Determination of the number of Board members, and the number of Auditors and Deputy Auditors;”*

The CEO, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office.

In order for such a resolution to be valid, the proposal must have the support of shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

#### **Resolution on amendment of the Articles of Association (point 10)**

The Board of Directors proposes that the Annual General Meeting resolves to amend the limits of the share capital and the number of shares in the Articles of Association.

§4 in the Articles of Association is proposed to be amended from:

*“The share capital shall be not less than SEK 4,500,000 and not more than SEK 18,000,000.”* to:

*“The share capital shall be not less than SEK 9,000,000 and not more than SEK 36,000,000.”*

§5 in the Articles of Association is proposed to be amended from:

*“The number of shares shall be not less than 90,000,000 and not more than 360,000,000.”* to:

*“The number of shares shall be not less than 180,000,000 and not more than 720,000,000.”*

The CEO, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office.

In order for such a resolution to be valid, the proposal must have the support of shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

#### **Determination of the number of Board members and auditors, and determination of Directors’ and audit fees (point 11 and 12)**

The Nomination Committee proposes that the Annual General Meeting resolves that the number of Board members shall be five and that one auditor shall be appointed. The Nomination Committee also proposes that fees to Board members elected by the Annual General Meeting not employed by the Company and members of the Board of Directors’ various Committees not employed by the Company shall be payable, as in the previous year, as follows:

- SEK 400,000 to the Chair of the Board;
- 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.

Having considered the Company’s and the Board of Directors’ appraisal of the auditors’ work, the Nomination Committee proposes that as in the previous year, audit fees should be in accordance with approved account pursuant to customary billing terms. No fees shall be payable to members of the Nomination Committee.

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### **Election of the Board of Directors and auditor (point 13)**

The Nomination Committee proposes that the Annual General Meeting approves re-election of the following Board members: David Bejker, Denise Goode, David Laskow-Pooley, Magnus Persson and Jan Törnell. The Nomination Committee proposes that David Laskow-Pooley is re-elected as Chair of the Board.

Furthermore, the Nomination Committee proposes that auditor firm MAZARS SET Revisionsbyrå AB are re-elected as the Company's auditor, for the period until the end of the Annual General Meeting held in the financial year after the Auditor was appointed.

### **Resolution on guidelines for remuneration to senior executives (point 14)**

The Board of Directors proposes that the Annual General Meeting resolves on guidelines for remuneration to senior executives ("the **Guidelines**") as below. The Guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, with senior executives after the Annual General Meeting 2020. The Guidelines do not apply to any remuneration decided or approved by the General Meeting. What is stipulated for NeuroVive also applies to the Group, where applicable.

Senior executives includes the CEO and other members of the executive management. The Guidelines also encompass remuneration to the Board of Directors to the extent they receive remuneration, other than directors fees, for services regarding a position covered by the Guidelines.

### **The Guidelines promotion of the Company's business strategy, long-term interests and sustainability**

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration.

For more information regarding the Company's business strategy, please see the Company's website (<http://www.neurovive.com/sv/in-brief/our-strategy/>).

### **Types of remuneration, etc.**

The remuneration structure for the senior executives shall be on market terms and may consist of fixed remuneration, variable remuneration, other benefits and pension. Additionally, the General Meeting may – irrespective of these Guidelines – resolve on, among other things, equity-based remuneration.

#### **1. Basic principle**

Salary and other remuneration shall be on market terms and shall be structured so that NeuroVive can attract and retain competent senior executives.

#### **2. Fixed remuneration**

Senior executives shall be offered fixed remuneration that is on market terms and based on the senior executive's responsibilities, roll, competence and position. Fixed remuneration shall be subject to annual review.

#### **3. Variable remuneration**

##### ***3.1. Short-Term Incentive (STI Bonus)***

From time to time, senior executives and other key individuals may be offered variable remuneration. Such variable remuneration shall be on market terms and shall be based on the outcome of predetermined financial and operational targets. Variable remuneration shall be based on the fulfilment of NeuroVive's targets for project results and value growth divided in personal targets for the financial year. The terms and conditions and basis of computation of variable remuneration shall be determined for each financial year. The targets promotes the Company's business strategy, long-term interests and sustainability by linking the remuneration to senior executives to the Company's project- and growth development.

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The measurement period for variable remuneration is generally based on performance over a period of approximately 12 months. To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. At the annual review, the Remuneration Committee, or when applicable, the Board of Directors, may adjust the targets and/or the remuneration with regards to both positive and negative extraordinary events, reorganisations and structural changes. The maximum amount of variable remuneration is capped at an amount corresponding to a portion of the fixed annual compensation for the current year as follows:

| CEO | Management | Other key persons |
|-----|------------|-------------------|
| 30% | 20%        | 10%               |

Variable compensation may either be paid as salary or as a lump-sum pension premium. Payment as a lump-sum pension premium is subject to indexation so the total cost for NeuroVive is neutral.

### **3.2. Long-Term Incentive (LTI Bonus)**

The LTI Bonus is a cash program in which the participants commit to use the cash paid out by the Company to acquire shares in the Company. The shares are acquired by the participants on the stock market. The long-term incentive program shall apply in addition to the annual variable remuneration under section 3.1 above.

The decision regarding the annual amount available as LTI Bonus is built into the yearly bonus appraisal process to link yearly achievements to long term goals, to build employee shareholding in NeuroVive, which creates incentives to promote the Company's business strategy, long-term interests and sustainability, and to retain employees. The amount of possible LTI Bonus will depend on the employee's position and the ability to influence the performance of NeuroVive.

The participants are required to use the full amount of the LTI Bonus, net after income tax to acquire NeuroVive shares on the stock market. The Company will pay the social security costs.

The shares acquired for the LTI Bonus will be locked in for a period of 3 years after the acquisition. An employee who resigns, is terminated or otherwise leaves the Company will be obliged to hold the shares acquired within the LTI Bonus for the full period of 3 years after acquisition notwithstanding the termination of their employment. In the event an employee or former employee breaches the terms of the LTI Bonus program, such as for example by failing to provide information on the status of their shareholding or prematurely disposing of their shareholding they will be subject to contractual sanctions including a penalty equal to the full amount of the LTI Bonus (including income tax, but excluding social security contributions thereon).

The Board decides on the amount of LTI Bonus. The maximum amount in the LTI Bonus is capped at an amount corresponding to a portion of the fixed annual compensation for the current year, as follows.

| CEO | Management | Other key persons |
|-----|------------|-------------------|
| 15% | 10%        | 5%                |

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### **3.3. General principles for STI and LTI**

When structuring variable remuneration that is payable to management in cash, the Board of Directors should consider introducing provisions such as:

- a. disqualification from future LTI Bonus in relation to an individual who sells his/her shares during the 3 year qualification period,
- b. making payment of a predetermined portion of such remuneration conditional so the performance on which vesting is based is demonstrably sustainable over time, and
- c. offers the Company the opportunity to reclaim such remuneration paid on the basis of information that subsequently proves manifestly erroneous.

## **4. Other benefits**

Where the Board of Directors considers it appropriate and/or after individual consideration of an overall salary and remuneration structure, a senior executive may be entitled to additional healthcare insurance. Such benefits may amount to a maximum of 20 per cent of the annual fixed remuneration.

## **5. Pension**

Senior executives are entitled to market-based pension solutions in accordance with collective bargaining agreements and/or agreements with NeuroVive. All pension obligations should be defined contribution. Such benefits may amount to a maximum of 30 per cent of the annual fixed remuneration. Variable cash remuneration shall not entitle to pension, unless otherwise is required by mandatory collective bargaining agreement provisions applicable to the senior executive. Salary waivers may be utilized to increase pension provisions through lump-sum pension premiums, providing the total cost for NeuroVive is neutral.

### **Information on remuneration resolved but not yet due**

Variable remuneration for the senior executives for the fiscal year 2019 has been determined to SEK 1,047,616 including SEK 250,465 social security fees, within the framework of the guidelines approved by the Annual General Meeting 2019. Variable remuneration to senior executives is due 24 April 2020.

### **Information on derogation from the remuneration guidelines resolved by the Annual General Meeting**

No derogation from the previously approved guidelines has been made.

### **Notice period and severance pay**

From NeuroVive's side, the maximum notice period shall be six months for the CEO and a maximum of six months for other senior executives. The notice period from the CEO's side shall be a minimum of six months, and from other senior executives' side, shall be a minimum of three months. In addition to this notice period, severance pay subject to a maximum of six months' salary plus benefits may be payable to the CEO.

### **Salary and employment conditions for employees**

In the preparation of the Board of Directors' proposal for these Guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the Guidelines and the limitations set out herein are reasonable.

### **The preparation and decision making of the Board of Directors**

The Board of Directors has established a Remuneration Committee. The committee's task include preparing the Board of Directors' decision to propose guidelines for executive remuneration and any decision to derogate from the guidelines. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The Guidelines shall be in force until new guidelines are adopted by the General Meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the senior executives, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

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### **Derogation from the Guidelines**

The Board of Directors may temporarily resolve to derogate from the Guidelines, in whole or in part, if in a specific case there is special cause motivating the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the Guidelines.

### **Resolution on guidelines for appointing members of the Nomination Committee and instructions for the Nomination Committee (point 15)**

#### **Guidelines for appointing members of the Nomination Committee**

The Nomination Committee proposes that the work of the Nomination Committee for the Annual General Meeting 2021 should be conducted as follows:

The Company shall have a Nomination Committee that shall consist of a member for each of the three largest shareholders in terms of votes, based on the shareholder statistics as of the last trading day in September 2020, which the Company obtains from Euroclear Sweden AB. If such shareholder does not exercise its right to appoint a member, the right to appoint a member of the Nomination Committee shall transfer to the next largest shareholder in terms of votes. Coincident with the appointment of a new Nomination Committee, in an appropriate manner, the Chair of the Board shall contact the three largest shareholders identified and request them to nominate the person said shareholder intends to appoint as a member of the Nomination Committee in writing within a reasonable period in the circumstances, although not exceeding 30 days.

The majority of the Nomination Committee's members should be non-affiliated to the Company and its management. The Chief Executive Officer or other member of management should not be a member of the Nomination Committee. At least one of the members of the Nomination Committee should be non-affiliated to the largest shareholder of the Company in terms of votes, or group of shareholders that cooperate on the Company's administration. Board members may be members of the Nomination Committee, but should not constitute a majority of Nomination Committee members. The Chair of the Board or other Board members should not be the Chair of the Nomination Committee. If more than one member is a member of the Nomination Committee, a maximum of one of these people should be affiliated to the Company's largest shareholder.

Information on the definitively appointed Nomination Committee shall include the name of the three appointed members, as well as the name of those shareholders that appointed them, and shall be announced by no later than six months prior to the scheduled Annual General Meeting. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. Unless the members agree otherwise, the Chair of the Nomination Committee should be that member appointed by the largest shareholder in terms of votes.

If one or more of the shareholders that have appointed members of the Nomination Committee are no longer one of the three largest shareholders in terms of votes, members appointed by such shareholders shall put their places on the Nomination Committee at the Committee's disposal, and that, or those, shareholders that have become one of the three largest shareholders in terms of the vote shall be entitled to appoint members. However, unless there are special circumstances, there shall be no changes to the composition of the Nomination Committee if only marginal changes to the number of votes have occurred, or any such change occurs later than two months prior to the Annual General Meeting. Shareholders that have appointed members of the Nomination Committee are entitled to dismiss such member, and appoint a new member of the Nomination Committee if the member appointed by said shareholder decides to leave the Nomination Committee. Changes to the composition of the Nomination Committee shall be announced as soon as they have occurred.

#### **Instructions for the Nomination Committee**

The Nomination Committee shall prepare proposals on the following issues to be submitted to the Annual General Meeting for resolution:

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- a) a proposal regarding a Chair of the Meeting;
- b) a proposal regarding the number of Board members elected by the Annual General Meeting and the number of auditors;
- c) a proposal regarding fees to Board members not employed by the Company, and members of the Board's various Committees not employed by the Company;
- d) a proposal regarding audit fees;
- e) a proposal regarding election of the Chair of the Board and other Board members, and where applicable, election of auditors;
- f) a proposal regarding guidelines for appointing members of the Nomination Committee, and instructions for the Nomination Committee;
- g) a proposal regarding fees to members of the Nomination Committee.

The Company's Chair convenes the first meeting and shall ensure that the Nomination Committee receives relevant information regarding the results of the Board of Directors' review of its work without delay. Such information shall be presented by January at the latest and shall contain information about the Board of Directors working methods and how effective its work is. Furthermore, the Chair shall be co-opted to the Nomination Committee's meetings when required.

On request from the Nomination Committee, the Company shall provide personnel, e.g. secretarial services in order to facilitate the work of the Nomination Committee. When required, the Company shall reimburse the Nomination Committee's reasonable expenses, such as the cost of recruitment, and for any external consultants the Nomination Committee deems necessary in order to complete its assignment.

**Resolution on authorizing the Board of Directors to decide on new issue of shares, warrants and/or convertibles (point 16)**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to decide on new issue of shares, warrants and/or convertibles, with or without waiving the preferential rights of shareholders on one or more occasions in the period until the next Annual General Meeting.

The number of shares issued through this authorization may correspond to an increase of share capital of a maximum of twenty (20) per cent based on the total share capital of the Company at the time the Boards of Directors at first exploits the authorization.

Share issues should be at market subscription price, subject to reservation for a market discount where applicable, and apart from cash, payment may be as assets contributed in kind or through offset or subject to other terms and conditions.

The purpose of this authorization and the rationale for eventual waiving of shareholders' preferential rights, should be to raise working capital for the Company and/or to add new owners of strategic importance to the Company and/or acquisitions of other companies or operations.

In order for such a resolution to be valid, the proposal must have the support of shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

**Resolution on amendment of corporate name (point 17)**

The Board of Directors proposes that the Annual General Meeting resolves to amend the Company's corporate name.

§1 in the Articles of Association is proposed to be amended from:

*"The Company's corporate name is NeuroVive Pharmaceutical AB. The Company is a public limited company (publ)."*  
to: *"The Company's corporate name is Abliva AB. The Company is a public limited company (publ)."*

The CEO, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office.



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In order for such a resolution to be valid, the proposal must have the support of shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

**Other**

The Board of Directors and the CEO shall, upon request by any shareholder and where the Board of Directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda or the Company's or Group's financial position in accordance with chap. 7 § 32 of the Swedish Companies Act (2005:551).

The Board of Directors' complete proposals as well as other documents according to the Swedish Companies Act will be held available at the Company's office, Medicon Village, Scheelevägen 2, in Lund, Sweden and at the Company's website [www.neurovive.com](http://www.neurovive.com) from no later than three weeks prior to the Annual General Meeting, and will be sent to those shareholders that so request and state their mail address. The documents will also be held available at the General Meeting.

**Processing of personal data**

For information on how personal data is processed in relation the Meeting, see the privacy notice available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

THE BOARD OF DIRECTORS  
**NeuroVive Pharmaceutical AB (publ)**  
Lund, Sweden, April 2020