

**Minutes of the Annual General Meeting of  
shareholders of NeuroVive Pharmaceutical  
AB (publ.), 556595-6538, held on 30 March  
2015 at 16:00, at Medicon Village,  
Scheelevägen 2, in Lund, Sweden.**

**§ 0. Opening of the meeting**

The meeting was declared open by Greg Batcheller, Chairman of the Board, who welcomed the shareholders who were present.

**§ 1. Election of the Chairman for the meeting**

Andreas Sandgren was elected as Chairman of the meeting. It was announced that the Chairman would take the minutes.

**§ 2. Establishment and approval of register of voters**

The meeting decided to approve the validity of the list of shareholders present with representatives and advisors, attached to these minutes as Appendix 1, as the register of voters at the meeting.

It was noted that Board members Greg Batcheller, Arne Ferstad, Boel Flodgren, Marcus Keep, Helena Levander, Anna Malm Bernsten and Helmuth von Moltke were present at the meeting. Also present was the company's Chief Auditor Bengt Ekenberg.

**§ 3. Approval of the agenda**

The meeting approved the proposed agenda.

**§ 4. Election of verifiers**

The meeting elected the Swedish Shareholders' Association representative Anders Persson and Andreas Inghammar to verify the minutes.

**§ 5. Confirmation that the meeting had been properly convened**

The Chairman announced that the invitation to the meeting had taken the form of a notice in Post- och Inrikes Tidningar on 27 February 2015 and on the company's website on 25 February 2015. The convening of the meeting was advertised in Svenska Dagbladet on 27 February 2015. The Annual General Meeting confirmed that the meeting had been lawfully convened and had been announced in a proper manner.

**§ 6. The CEO's statement**

The company's CEO Mikael Brönnegård gave an account of business activities during 2014. Shareholders were offered an opportunity to ask questions.

**§ 7. Presentation of annual report and auditor's report, together with the consolidated accounts and the auditor's report for the Group**

The Chairman announced that the Board of Directors' and the CEO's annual report with associated income statement and balance sheet together with the consolidated income statement and consolidated balance sheet for the financial year 2014, Appendix 2, had been available at the company's office and on the website for three weeks before the meeting, and had also been distributed at the meeting on that day and sent to any shareholders who had requested them.

The meeting decided that the aforementioned documents should be considered to have been presented at the meeting.

**§ 8. Decisions**

The meeting then decided:

- (a) to adopt the income statement, balance sheet, consolidated income statement and consolidated balance sheet as presented,
- (b) to dispose of the company's profit in accordance with the adopted balance sheet, in accordance with the proposal of the Board of Directors in the annual report and that no dividend should be distributed for the financial year 2014,
- (c) that the members of the Board of Directors and the CEO should be granted discharge from liability for the financial year 2014.

**§ 9. Determination of the number of Board members**

Michael Vickers, Chairman of the Nomination Committee, reported on the work of the Nomination Committee since the previous meeting and on the grounds for the Nomination Committee's proposals.

The Chairman also reported that the Nomination Committee had proposed that the number of Board members should be eight.

The meeting confirmed that the Nomination Committee's proposal for the decision to determine the number of Board members in accordance with Appendix 3 had been presented.

The meeting decided in accordance with the Nomination Committee's proposal, Appendix 3.



**§ 10. Confirmation of fees for the Board of Directors and the auditors**

The Chairman reported that the Nomination Committee had proposed that fees to non-employed Board members elected by the meeting and non-employed members of the Board's various committees be paid as follows:

- SEK 300,000 to the Chairman of the Board;
- SEK 150,000 to each of the other Board members;
- SEK 100,000 to the Chairman of the Audit Committee;
- SEK 50,000 to each of the other members of the Audit Committee;
- SEK 40,000 to the Chairman of the Remuneration Committee;
- SEK 20,000 to each of the other members of the Remuneration Committee.

It was also proposed that the fee to the auditors be paid, as in the previous year, according to the approved invoice in accordance with the usual billing standards. No fee is to be paid to the members of the Nomination Committee.

The meeting confirmed that the Nomination Committee's proposal for confirmation of fees to the Board of Directors and the auditors in accordance with Appendix 3 had been presented.

The meeting decided in accordance with the Nomination Committee's proposal, Appendix 3.

**§ 11. Election of the Board of Directors**

The Chairman reported that the Nomination Committee has proposed that Greg Batcheller, Arne Ferstad, Boel Flodgren, Marcus Keep, Helena Levander, Anna Malm Bernsten and Helmuth von Moltke be re-elected as full Board members. It was also proposed that Fredrik Olsson be elected as a new Board member. It was proposed that Greg Batcheller be re-elected as Chairman of the Board.

A report was submitted of the proposed members' positions in other companies, which were confirmed to be compatible with the company.

The meeting confirmed that the Nomination Committee's proposal on the election of Board members in accordance with Appendix 3 had been presented and that information had been provided about the proposed members' positions in other companies.

The meeting decided in accordance with the Nomination Committee's proposal, Appendix 3.

**§ 12. Decision on guidelines for remuneration to senior executives**

The Chairman gave an account of the Board's proposal for a decision on guidelines for remuneration to senior executives in accordance with Appendix 4, and reported that the full proposal had been available at the company's office and on its website for three weeks before the meeting. The proposal had also been distributed at the meeting on that day and sent to any shareholders who had requested it.

The meeting confirmed that the Board's proposal for guidelines for remuneration to senior executives in accordance with Appendix 4 had been presented.

The meeting decided in accordance with the Board's proposal, Appendix 4.

**§ 13. Decision on guidelines for the Nomination Committee**

The Chairman gave an account of the Nomination Committee's proposal for a decision on guidelines for the Nomination Committee in accordance with Appendix 5, and reported that the full proposal had been available at the company's office and on its website for three weeks before the meeting. The proposal had also been distributed at the meeting on that day and sent to any shareholders who had requested it.

The meeting confirmed that the Nomination Committee's proposal for the decision on guidelines for the Nomination Committee in accordance with Appendix 5 had been presented.

The meeting decided in accordance with the Nomination Committee's proposal, Appendix 5.

**§ 14. Decision on authorisation for the Board of Directors to decide on a new share issue**

The Chairman gave an account of the Board's proposal for a decision on authorisation for the Board of Directors to decide on a new share issue in accordance with Appendix 6, and reported that the full proposal had been available at the company's office and on its website for three weeks before the meeting. The proposal had also been distributed at the meeting on that day and sent to any shareholders who had requested it.

The meeting confirmed that the Board's proposal for a decision on authorisation for the Board of Directors to decide on a new share issue in accordance with Appendix 6 had been presented. It was noted that the Swedish Shareholders' Association representative Anders Persson voted against the proposal.

The meeting decided in accordance with the Board's proposal, Appendix 6.

The meeting also decided to authorise the Board of Directors, or a party appointed by the Board of Directors, to make any minor adjustments to the Board's decisions that may be necessary when registering the decisions under items 7, 8, 9, 10, 11, 12, 13 and 14.

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

**§ 15. Closure of the meeting**

As all items requiring decisions according to the agenda had been dealt with and there was no other business, the Chairman declared the meeting closed.

Secretary:

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Andreas Sandgren, Chairman

Verified by:

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Anders Persson

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Andreas Inghammar