

**Minutes of the Annual General Meeting of
the shareholders of NeuroVive
Pharmaceutical AB (publ), 556595-6538, on
28 April 2016, at 4 p.m. at Medicon Village,
Scheelevägen 2, in Lund, Sweden.**

§ 0. Opening of the Meeting

Chair Greg Batcheller opened the Annual General Meeting (AGM) and welcomed the shareholders present.

§ 1. Election of the Chair of the AGM

Legal Counsel Annika Andersson from Swedish law firm Lindahl was elected Chair of the AGM. NeuroVive's CFO Catharina Johansson kept the minutes.

§ 2. Preparing and approving of the Voting List

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

It was noted that Board members Greg Batcheller, Arne Ferstad, Boel Flodgren and Marcus Keep, were present at the AGM. The company's Auditor in Charge, Bengt Ekenberg from MAZARS SET Revisionsbyrå AB, was also present at the AGM.

The AGM resolved that outsiders included in the guest list were authorized to participate in the AGM.

§ 3. Approving the Agenda

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

§ 4. Electing persons to verify the minutes

The AGM resolved that, in addition to the Chair, Tomas Hagström and Johan Oskarsson would verify the Minutes.

§ 5. Consideration whether the AGM was duly convened

The Chair announced that the AGM was convened by the publication of a notice in the Swedish Official Gazette on 31 March 2016, and that the same information was uploaded to the company's website on 29 March 2016. An announcement was also made in Swedish broadsheet Svenska Dagbladet on 31 March 2016. The AGM concluded that statutory procedure had been followed and resolved that the AGM had been duly convened.

§ 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 Chair informed the AGM that the Board of Directors' and Chief Executive Officer's Annual Report and associated Balance Sheet and Income Statement, and the Consolidated Income Statement and Consolidated Balance Sheet, for the financial year 2015, see [Appendix 2](#), had been made available at the company's offices and on the company's website three weeks prior to the AGM, and was distributed to the AGM and sent to shareholders on request.

The AGM resolved that the aforementioned documents should be considered to have been duly presented to the AGM.

§ 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 dividends be paid for the financial year 2015,
- (c) and to discharge the Board of Directors and the Chief Executive Officer from liability for the financial year 2015.

§ 9. Determining the number of Board members and Auditors

The Chair of the Nomination Committee Michael Vickers presented the motivation for the Nomination Committee's proposals.

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

The AGM concluded that the Nomination Committee's proposal regarding the number of Board members and Auditors in accordance with [Appendix 3](#) had been duly presented.

The AGM resolved to adopt the Nomination Committee's proposal regarding the number of Board members, see [Appendix 3](#).

The AGM resolved to adopt the Nomination Committee's proposal regarding the number of Auditors, see [Appendix 3](#).

§ 10. Determining remuneration to the Board of Directors and Auditors

The Chair announced that the Nomination Committee had proposed remuneration to Board members not employed by the company, and members of the various Committees not employed by the company as follows:

- SEK 300,000 to the Chair of the Board of Directors;
- SEK 150,000 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 concluded that the Nomination Committee's proposed resolution to adopt the remuneration to the Board of Directors and Auditors in accordance with [Appendix 3](#) had been duly presented.

The AGM resolved to adopt the Nomination Committee's proposal regarding proposed remuneration to the Board of Directors, see [Appendix 3](#).

The AGM also resolved to adopt the Nomination Committee's proposal regarding remuneration to Auditors, see [Appendix 3](#).

§ 11. Election of the 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: Greg Batcheller, Arne Ferstad, Boel Flodgren, Marcus Keep, Helena Levander and Anna Malm Bernsten. The Nomination Committee also proposed the election of David Laskow-Pooley as new Board member. The Nomination Committee proposed that Greg Batcheller 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 fourth financial year after appointment.

Information was presented regarding the proposed Board members' external Directorships, which were considered to be compatible with their position in the company.

The AGM concluded that the Nomination Committee's proposal regarding election of Board members and Auditor in accordance with [Appendix 3](#) had been duly presented, and that information about the proposed Board members' external Directorships had been duly presented.

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

The AGM also resolved to adopt the Nomination Committee's proposal regarding appointing the Auditors, see Appendix 3.

§ 12. 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 4, and announced that the full proposal had been made available at the company's offices, and uploaded to the company's website, three weeks prior to the AGM. In addition, the proposal was distributed to the AGM and sent to shareholders on request.

The AGM concluded that the Board of Directors' proposed guidelines for remuneration to senior executives in accordance with Appendix 4 had been duly presented.

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

§ 13. Resolution regarding guidelines for the Nomination Committee

The Chair presented the Nomination Committee's proposed resolution regarding guidelines for the Nomination Committee in accordance with Appendix 5, and announced that the full proposal had been made available at the company's offices, and uploaded to the company's website, three weeks prior to the AGM. In addition, the proposal was distributed to the AGM and sent to shareholders on request.

The AGM concluded that the Nomination Committee's proposed resolution regarding guidelines for the Nomination Committee in accordance with Appendix 5 had been duly presented.

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

§ 14. Resolution to authorize the Board of Directors to decide on the new issue of shares

The Chair presented the Board of Directors' proposed resolution regarding authorizing the Board to issue new shares in accordance with Appendix 6, and announced that the full proposal had been made available at the company's offices, and uploaded to the company's website three weeks prior to the 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' proposed resolution to authorize the Board of Directors to issue new shares in accordance with Appendix 6 had been duly presented.

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

It was noted that the decision was unanimous.

§ 15. Resolution regarding incentive program in the subsidiary NeuroVive Pharmaceutical Asia, Inc.

The Chair presented the Board of Directors' proposed resolution regarding an incentive program in the subsidiary NeuroVive Pharmaceutical Asia, Inc., in accordance with [Appendix 7](#), and announced that the full proposal had been made available at the company's offices, and uploaded to the company's website three weeks prior to the 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' proposed resolution regarding the incentive program in the subsidiary NeuroVive Pharmaceutical Asia, Inc., in accordance with [Appendix 7](#), had been duly presented.

The AGM resolved to adopt the Board of Directors' proposal, see [Appendix 7](#).

It was noted that the decision was unanimous.

The AGM also resolved to authorize the Board of Directors, or whomever the Board of Directors appoints, to effect potential minor amendments to the AGM's resolutions as are necessary when registering the resolutions under items 7, 8, 9, 10, 11, 12, 13, 14 and 15.

§ 16. Closing the Meeting

Chair of the Board of Directors Greg Batcheller thanked the departing Board members Helmuth von Moltke and Carl Fredrik Olsson for their extremely valuable contributions to the Board of Directors' work and to NeuroVive.

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

Taking minutes

Catharina Johansson

Verified

Annika Andersson
(Chair)

Tomas Hagström

Johan Oskarsson