

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

**Minutes of the Annual General Meeting of  
the shareholders of NeuroVive  
Pharmaceutical AB (publ), 556595-6538, on  
27 April 2018, at 10 p.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**

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

It was noted that Board members David Laskow-Pooley, David Bejker, Marcus Keep and Jan Törnell, i.e. the entire Board of Directors, were present at the AGM. The company's Auditor in Charge, Bengt Ekenberg from MAZARS SET Revisionsbyrå AB, was also present at the AGM.

**§ 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.

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 Ingemar Gerbro 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 28 March 2018, and that the same information was uploaded to the company's website on 26 March 2018. An announcement was also made in Swedish broadsheet Svenska Dagbladet on 28 March 2018. 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 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 2017 was presented, see [Appendix 2](#).

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 2017, 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.

**§ 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 2017,
- (c) and to discharge the Board of Directors and the Chief Executive Officer from liability for the financial year 2017.

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

The Chair of the Nomination Committee presented the Nomination Committee's proposal that the Board of Directors be composed of five members.

Magnus Hansson, representing himself and Eskil Elmér, presented a proposal that the Board of Directors be composed of four members.

The AGM resolved that the Board of Director be composed of four members.

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## **§ 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 to be, in accordance with previous years, the following:

- 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 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**

The Chair of the Nomination Committee presented the Nomination Committee's proposal that the following Board members be re-elected to the Board of Directors: David Laskow-Pooley, David Bejker, Marcus Keep and Jan Törnell. The Nomination Committee also proposed the election of Denise Goode as new Board member. The Nomination Committee proposed that David Laskow-Pooley be re-elected Chair of the Board of Directors.

Magnus Hansson, representing himself and Eskil Elmér, presented a proposal that the following Board members be elected to the Board of Directors: David Laskow-Pooley, David Bejker, Jan Törnell and Denise Goode, and that David Laskow-Pooley be elected Chair of the Board of Directors.

Information was presented regarding the proposed Board member external Directorship, which were considered to be compatible with the position in the company.

The AGM resolved to elect David Laskow-Pooley, David Bejker, Jan Törnell and Denise Goode to the Board of Directors, and to elect David Laskow-Pooley to Chair of the Board of Directors.

## **§ 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.

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

It was noted that the decision was passed with unanimous.

**§ 15. Closing the Meeting**

The AGM resolved to authorize the Board of Directors, or whomever the Board of Directors appoints, to make minor adjustments in the resolutions of the AGM which may prove necessary when registering the resolutions under items 11 and 14.

The Chair of the Board of Directors David Laskow-Pooley thanked Gregory Batcheller and Marcus Keep for their work and their invaluable contributions to the Board of Directors.

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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Catharina Johansson

Verified

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Annika Andersson  
(Chair)

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Tomas Hagström

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Ingemar Gerbro