

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



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

**The shareholders of NeuroVive Pharmaceutical AB (publ), 556595-6538, are hereby convened to the Extraordinary General Meeting, held at 2 pm on Thursday 22 March 2018 at Medicon Village, Scheelevägen 2, in Lund, Sweden.**

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

Shareholders that wish to participate at the Extraordinary General Meeting should:

- be included in the share register maintained by Euroclear Sweden AB on Friday 16 March 2018, 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 Friday 16 March 2018. 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 Extraordinary 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 completed by no later than Friday 16 March 2018, 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 Extraordinary General Meeting. This power of attorney may not be older than one year, unless a longer term of validity (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 Extraordinary General Meeting. Power of attorney forms are available from the company's website [www.neurovive.com](http://www.neurovive.com) and are sent by mail to shareholders that contact the company stating their mail address.

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

At the time of publication of this Notice, the total number of shares and votes of the company is 52,326,197. 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 of one or two persons to verify the minutes.
5. Consideration of whether the Meeting has been duly convened.

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6. Resolution to amend the articles of association.
7. Approval of resolution to issue shares and warrants (units) with preferential rights for existing shareholders.
8. Resolution on authorization for the Board of Directors to decide on new issues of shares, warrants and/or convertibles.
9. Closing the Meeting.

Proposed resolutions in brief:

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

The Board of Directors proposes that the Extraordinary General Meeting appoints lawyer Annika Andersson at Lindahl law firm as Chair of the Meeting.

**Resolution to amend the articles of association (item 6)**

The Board of Directors proposes that the Extraordinary General Meeting resolves to amend the limits of the share capital and the number of shares in the articles of association. Item 4 in the articles of association is proposed to be amended from:

*“The share capital shall be not less than SEK 1,500,000 and not more than SEK 6,000,000.”* to:

*“The share capital shall be not less than SEK 2,500,000 and not more than SEK 10,000,000.”*

Item 5 in the articles of association is proposed to be amended from:

*“The number of shares shall be not less than 30,000,000 and not more than 120,000,000.”* to:

*“The number of shares shall be not less than 50,000,000 and not more than 200,000,000.”*

Further, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend the CSD-clause in the articles of association. The amendment is implemented to update the articles of association in accordance with applicable legislation. Item 12 in the articles of association is proposed to be amended from:

*“The shareholder or trustee who is, on the record date, entered in the share register and recorded in an CSD-register, in accordance with Chapter 4 of the Financial Instruments (Accounts) Act (1998:1479), or registered in an CSD-account, in accordance with Chapter 4 Section 18 Paragraph 6–8 of the Financial Instruments (Accounts) Act (1998:1479), shall be presumed to be entitled to exercise the rights set forth in Chapter 4 Section 39 of the Swedish Companies Act (2005:551).”* to:

*“The company’s shares shall be registered in a CSD-register in accordance with the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (SFS 1998:1479).”*

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.

A valid resolution in accordance with the Board of Directors’ proposal according to above requires the approval of shareholders representing at least two thirds of the votes cast and the shares represented at the Extraordinary General Meeting.

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**Approval of resolution to issue shares and warrants (units) with preferential rights for existing shareholders (item 7)**

The Board of Directors proposes that the Extraordinary General Meeting approves the Board of Directors' resolution on 13 February 2018 to increase the company's share capital by not more than SEK 1,962,232.20 by an issue of not more than 39,244,644 shares, and to issue not more than 9,811,161 warrants of series 2018:1 entitling to subscription of a total of 9,811,161 shares in the company, whereby the company's share capital may increase by not more than SEK 490,558.05 upon exercise of the issued warrants of series 2018:1.

The issues shall be considered as one resolution and be conducted through issuance of so called units to existing shareholders with preferential rights on the terms and conditions set out below ("**Rights issue**"). The right to subscribe for units in the Rights issue shall apply to persons whom on the record date for the Rights issue are registered as shareholders in the company. Each shareholder has preferential right to subscribe for units in relation to the number of shares previously held by the shareholder.

One (1) existing share entitles to three (3) unit rights. Sixteen (16) unit rights entitle to subscription of one (1) unit, consisting of four (4) new shares and one (1) warrant of series 2018:1. The subscription price per unit is SEK 8, corresponding to a subscription price of SEK 2 per share. The warrants are issued without consideration.

In the event not all units are subscribed for with unit rights the Board of Directors shall, within the limit of the maximum amount of the Rights issue, resolve on allocation of units that are not subscribed for with preferential rights. Such allocation shall firstly be made to subscribers that have subscribed for units with unit rights, irrespectively of whether they were shareholders at the record date or not, and, should the Rights issue be oversubscribed, in relation to the number of units such person have already subscribed for in the Rights issue and, if this cannot be made, by drawing of lots. Secondly, allocation shall be made to others whom have subscribed for units without unit rights and, should the Rights issue be oversubscribed, in relation to the number of units that such persons has applied to subscribe for and, if this cannot be made, by drawing of lots. Thirdly, allocation shall be made to guarantors pro rata in relation to guaranteed amount.

The record date for deciding which shareholders who are entitled to subscribe for units with preferential rights shall be Thursday 5 April 2018.

Subscription of units with unit rights shall be made through payment in cash during the period from and including 10 April 2018 up to and including 24 April 2018. Subscription of units without unit rights shall be made during the period stated above. Such subscriptions shall be made on a separate subscription list. Payment for units subscribed without preferential rights shall be made in cash not later than three (3) banking days after the contract notes evidencing the allocation of units has been sent out. The Board of Directors shall have the right to extend the subscription and payment period. Subscription as concerned possible subscriptions made by guarantors shall be made on a separate subscription list no later than five (5) banking days after the end of the subscription period. Payment for such subscribed and allocated units shall be made in cash no later than three (3) banking days after the contract notes evidencing the allocation of units has been sent out. The Board of Directors shall have the right to extend the subscription and payment period.

The new shares shall entitle to dividend for the first time on the first record date for dividend that take place after the Rights issue has been registered with the Swedish Companies Registration Office and the shares have been recorded in the share register kept by Euroclear Sweden AB. The new shares issued by subscription of warrants of series 2018:1 shall entitle to dividend for the first time on the record date for dividend that take place after the new shares have been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.

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One (1) warrant of series 2018:1 entitles the holder to subscribe for one (1) new share in the company and the subscription price shall be SEK 3.80. Subscription of shares in the company with warrants of series 2018:1 shall take place during the period from and including 1 November 2018 up to and including 30 November 2018.

A resolution to approve the Board of Directors' resolution shall be conditional upon the Extraordinary General Meeting's resolution to amend the articles of association in accordance with item 6 above.

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 and Euroclear Sweden AB.

**Resolution on authorization for the Board of Directors to resolve on new issues of shares, warrants and/or convertibles (item 8)**

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorize the Board of Directors to resolve, on one or more occasions, during the period up until the next Annual General Meeting, on increase of the company's share capital by not more than SEK 690,000, corresponding to an increase by not more than fifteen (15) percent of the company's share capital calculated on full subscription in the Rights issue, by issue of new shares, warrants and/or convertibles, with or without waiving the preferential rights of the shareholders. The authorization replaces the existing authorization for the Board of Directors to resolve on new issues of shares, warrants and/or convertibles, resolved upon at the 2017 Annual General Meeting.

The share issues should be at market subscription price, subject to reservation for a market discount where applicable, and apart from cash, payment may be made 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.

A valid resolution in accordance with the Board of Directors' proposal according to above requires the approval of shareholders representing at least two thirds of the votes cast and the shares represented at the Extraordinary General 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.

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 Extraordinary 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 Extraordinary General Meeting.

Lund, Sweden, February 2018  
**NeuroVive Pharmaceutical AB (publ)**  
*The Board of Directors*