

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 1 pm on Thursday 17 January 2019 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 kept by Euroclear Sweden AB on Friday 11 January 2019, and
- notify the company by email to anmalan@neurovive.com or, in writing to NeuroVive Pharmaceutical AB, Medicon Village, Scheelevägen 2, 223 81 Lund, Sweden, no later than Friday 11 January 2019. 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 Friday 11 January 2019, 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 on the company's website 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 91,570,841. 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.
6. Approval of resolution to issue shares with preferential rights for existing shareholders.
7. Resolution to amend the articles of association.

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8. 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 as Chair of the Meeting.

Approval of resolution to issue shares with preferential rights for existing shareholders (item 6)

The Board of Directors proposes that the Extraordinary General Meeting approves the Board of Directors' resolution on 10 December 2018 to increase the company's share capital by not more than SEK 4,584,853.80 by a rights issue of not more than 91,697,076 shares with preferential rights for existing shareholders on the terms and conditions set out below.

The right to subscribe for shares 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 shares in relation to the number of shares previously held by the shareholder. It is noted that 126,235 shares in the company have been subscribed and paid by exercise of warrants of series 2018:1 and that these shares will be registered and entered into the shareholders' register kept by Euroclear Sweden AB before the record date below. All these shares will be entitled to participate in the rights issue. One (1) existing share entitles to one (1) subscription right and one (1) subscription right entitles to subscription of one (1) new share. The subscription price per share is SEK 1.35.

In the event that all new shares are not subscribed for with preferential rights the Board of Directors shall, within the limit of the maximum number of shares to be issued, resolve on allocation of shares that are not subscribed for with preferential rights. Firstly, such allotment shall be made to those who have subscribed for shares with subscription rights, irrespectively of whether they were shareholders at the record date or not, and, in the event of oversubscription, pro rata in relation to the number of subscription rights used for subscription of shares, and to the extent that this is not possible, by drawing of lots. Secondly, allotment shall be made to others who have notified their interest to subscribe for shares without subscription rights, and in the event of oversubscription, pro rata in relation to the subscribed amount, and to the extent that this is not possible, by drawing of lots. Thirdly, allocation shall be made to guarantors' pro rata in relation to guaranteed amount.

The record date for determining which shareholders whom are entitled to subscribe for shares with preferential right shall be Monday 21 January 2019.

Subscription of shares with subscription rights shall be made through payment in cash during the period from and including 23 January 2019 up to and including 6 February 2019. The Board of Directors shall have the right to extend the subscription and payment period.

Subscription of shares without subscription rights shall be made during the period stated above. Such subscriptions shall be made on a separate subscription list. Payment for shares subscribed without subscription rights shall be made in cash not later than three (3) banking days after the contract notes evidencing the allocation of shares 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 shares shall be made in cash no later than three (3) banking days after the contract notes evidencing the allocation of shares has been sent out. The Board of Directors shall have the right to extend the subscription and payment period.

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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 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 to amend the articles of association (item 7)

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 2,500,000 and not more than SEK 10,000,000.” to:

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

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

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

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

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.

A resolution in accordance with the Board of Directors’ proposal shall be conditional upon that the Extraordinary General Meeting has approved the Board of Directors’ resolution to issue shares with preferential rights for existing shareholders in accordance with item 6.

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 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.

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>.

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