

## **NOTICE OF ANNUAL GENERAL MEETING PROMORE PHARMA AB (PUBL)**

The Annual General Meeting of Promore Pharma AB (publ) will be held on Wednesday, 16 May 2018 at 3pm, at Wenner-Gren Center, Biblioteket, plan 24, Sveavägen 166, in Stockholm. Registration begins at 2pm.

### **RIGHT TO ATTEND AND NOTIFICATION OF THE COMPANY**

Anyone wishing to attend the meeting must

- (i) be entered as a shareholder in the share register kept by Euroclear Sweden AB as of Wednesday, 9 May 2018, and
- (ii) give notice to the Company of its intention to attend no later than Wednesday, 9 May 2018.

Notification of attendance may be given in writing to the Company by e-mail to [info@promorepharma.com](mailto:info@promorepharma.com) or by mail Promore Pharma AB, Karolinska Institutet Science Park, Fogdevreten 2, SE-171 65 Solna, Sweden or by telephone on +46-(0)8-124 548 59. When giving notification, please state your name or company name, personal ID or company registration number, address and daytime telephone number as well as the number of advisors.

### **NOMINEE REGISTERED SHARES**

To be entitled to attend the meeting, holders of nominee registered shares must instruct the nominee to have the shares registered in the holder's own name, so that the holder is entered in the share register kept by Euroclear Sweden AB as of Wednesday, 9 May 2018. Registration in this way may be temporary.

### **PROXY AND PROXY FORM**

Anyone who does not attend the meeting in person may exercise its right at the meeting via a proxy in possession of a signed and dated form of proxy. The form of proxy may be obtained from the Company and they are also available on the Company's website: [www.promorepharma.com](http://www.promorepharma.com) at least three weeks immediately before the meeting. Representatives of a legal person must attach a copy of the registration certificate or equivalent documentary authority. To facilitate entry to the meeting, forms of proxy, registration certificates and other documentary authority must be received by the Company at the above-stated address, in good time before the meeting.

### **PROPOSED AGENDA**

1. Opening of the meeting and election of Chair of the meeting
2. Preparation and approval of voting list
3. Approval of the agenda
4. Election of one or two people to approve the minutes
5. Examination of whether the meeting has been duly convened

6. Presentation of the annual report and auditor's report, and also the group accounts and auditor's report for the group
7. CEO's address
8. Decisions on:
  - a) adoption of the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet;
  - b) allocation of the Company's loss in accordance with the adopted balance sheet and
  - c) discharge from liability towards the Company for the directors and the CEO
9. Determination of the number of directors, alternate directors and auditor and alternate auditor
10. Determination of the fees for the directors and for the auditor
11. Election of directors, Chairman of the Board and auditor, and, when applicable, alternate directors and an alternate auditor
12. Closure of the meeting

#### **DECISION PROPOSED BY THE BOARD**

##### **Decision on the allocation of the Company's loss in accordance with the adopted balance sheet (item 8 b)**

The board of directors proposes that no dividend shall be paid and that the company's accumulated loss shall be carried forward.

#### **DECISIONS PROPOSED BY THE NOMINATION COMMITTEE**

The Nomination Committee for the AGM 2018 comprises the following members: David Sundin, representing Midroc New Technology AB (Chairman of the Nomination Committee), Conny Bogentoft, representing PharmaResearch Products Ltd, Graham Fagg, representing Rosetta Capital IV S.à r.l., and Göran Pettersson, Chairman of the Board

##### **Election of Chair of the meeting (item 1)**

The Nomination Committee proposes that Anders Björnsson, Advokaterna Liman & Partners, be elected to chair the meeting.

##### **Determination of the number of directors, alternate directors and auditor and alternate auditor (item 9)**

The Nomination Committee proposes that the Board continues to be composed of five directors, with no alternates, for the period until the next AGM. The Nomination Committee proposes that the Company continues to have one auditor, with one alternate.

##### **Determination of the fees for the directors and for the auditor (item 10)**

The Nomination Committee proposes that the total fee of SEK 700,000 remain unchanged for the period until the end of the next AGM, comprising SEK 250,000 for the Chairman of the Board, SEK 150,000 each for independent director and SEK 100,000 each for director employed by principal

shareholders of the Company.

Fees will be paid to the auditor in accordance with approved invoices.

**Election of directors, Chairman of the Board and auditor, and, when applicable, alternate directors and an alternate auditor (item 11)**

The Nomination Committee proposes re-election of Marianne Dicander Alexandersson, Torsten Goesch, Satyendra Kumar, Göran Linder and Göran Pettersson.

It is proposed that Göran Pettersson be re-elected Chairman of the Board.

The Nomination Committee proposes that Ola Spinnars be reappointed as auditor and Jonas Forsberg as alternate.

**DOCUMENTS**

The accounting documents and the auditor's report for 2017 will be available at the Company and on the Company's website [www.promorepharma.com](http://www.promorepharma.com) for at least three weeks immediately before the meeting. Copies of these documents will be sent immediately, and at no cost to the recipient, to shareholders who so request and state their postal address. The documents will also be available at the meeting.

**NUMBER OF SHARES AND VOTING RIGHTS**

The total number of shares in the Company as of the date of this notice is 20,235,090, representing a total of 20,235,090 voting rights. As of that date the Company does not own any of its own shares.

**INFORMATION AT THE MEETING**

If any shareholders so request and the Board considers it possible without material harm to the Company, the Board and the CEO must provide information at the meeting on any circumstances that may influence determination of an item on the agenda, circumstances that may influence determination of the financial position of the Company or its subsidiary, the group accounts and the Company's relationship to another group company.

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Solna April 2018

**Promore Pharma AB (publ)**

Board of Directors