

## **NOTICE OF ANNUAL GENERAL MEETING IN PEPTONIC MEDICAL AB (PUBL)**

The shareholders in PEPTONIC medical AB (publ) reg. no. 556776-3064 (the “**Company**”) are hereby convened to the annual general meeting on Thursday 19 May 2016, at 15.00 in the premises of Gällöfsta Konferens, Biblioteksgatan 29, 114 35, Stockholm, Sweden.

### **Notice etc.**

Shareholders who wish to participate at the annual general meeting must:

- on Friday 13 May 2016 be registered in the share register kept by Euroclear Sweden AB, and
- notify his or her intention to attend the general meeting by mail to, att: Dan Markusson, Gustavslundsvägen 143, 167 51 Bromma, “annual general meeting” or by e-mail to dan.markusson@peptonicmedical.se, at the latest at 16.00 on Tuesday 17 May 2016.

Such notification shall include the shareholder’s name, personal identification number or corporate registration number (or similar), address and daytime telephone number, number of shares, details on advisors, if any, and where applicable, details of representatives or proxies.

### **Nominee-registered shares**

To be entitled to participate in the general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names in the share register maintained by Euroclear Sweden AB in order to be entitled to attend the general meeting. Such registration must be duly effected in the share register on Friday 13 May 2016, and the shareholders must therefore advise their nominees well in advance of such date.

### **Proxy**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The power of attorney may not be valid for a period longer than five years from its issuance. The original power of attorney and certificate of registration should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. The Company provides a form of power of attorney at request and it is also available at the Company’s website, [www.peptonicmedical.se](http://www.peptonicmedical.se).

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

As of the date of this notice, there are a total of 19,174,412 shares in the Company. The total number of votes are 19,174,412.

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Determination as to whether the meeting has been duly convened

5. Approval of the agenda
6. Statement by the CEO
7. Presentation of the annual report and the auditor's report
8. Resolutions on:
  - a) the adoption of the income statement and the balance sheet;
  - b) allocation of the Company's result according to the adopted balance sheet; and
  - c) discharge from liability for each of the members of the board of directors and the managing director
9. Resolution on the number of members of the board of directors and deputy members of the board of directors
10. Determination of remuneration to the board of directors and the auditor
11. Election of members of the board of directors, and deputy members of the board of directors, if any
12. Election of auditor
13. Resolution to establish a nomination committee
14. Resolution to amend the articles of association
15. Resolution to authorize the board to issue shares
16. Closing of the general meeting

### **Proposals to resolutions**

#### *Item 1 – Election of chairman of the general meeting*

The board proposes that Mattias Prage at Advokatfirman Lindahl KB is elected chairman at the meeting

#### *Item 8b) – Allocation of the Company's result according to the adopted balance sheet*

The board proposes that no dividend shall be paid and that the result shall be carried forward.

#### *Item 13 – Resolution to establish a nomination committee*

The board proposes that the annual meeting resolves that the company before the annual meeting to be held during 2017 institutes a nomination committee. In connection hereto it is proposed that the members of the nomination committee shall be appointed well in advance before the annual meeting, through a process whereby the chairman of the board contacts the three largest owners in the company as of September 30<sup>th</sup>, 2016 with a request that each of them appoint one member to the committee. The members so appointed shall then along with the chairman of the board constitute the nomination committee. Should any of the three largest owners refrain from appointing a member then the appointment right shall be offered to the fourth largest owner, etc.

The Company shall, in due time prior to the annual meeting to be held 2017, publish on the Company's website the names of the members of the committee. If a member represents a particular owner, that owner's name shall be published as well. Any

changes in the committee shall be published as well as information on how shareholders can submit proposals to the committee.

The Board proposes that the nomination committee shall be given the task to prepare proposals in relation to the following matters to be presented to the annual meeting to be held 2017:

- proposal on board members
- proposal on chairman of the board
- proposal on board remuneration to non-executive directors divided between the chairman and other board members and remuneration for committee work
- proposal on auditors
- propose audit fee
- proposal on the chairman of the annual meeting, and
- proposal on guidelines for appointment of the nomination committee

The Company shall have a nomination committee appointed pursuant to the principles above until the general meeting resolves otherwise. The nomination committee will be established on the basis of the shareholding as of September 30<sup>th</sup> each year.

#### *Item 14 – Resolution to amend the articles of association*

The board proposes that the general meeting of shareholders resolves to amend the articles of association in order that the share capital shall be not less than SEK 1,900,000 and not more than SEK 7,600,000 and the number of shares shall be not less than 19,000,000 and not more than 76,000,000.

#### *Item 15 – Resolution to authorize the board to issue shares*

The board proposes that the general meeting of shareholders resolves to authorize the board of directors for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to increase the company's share capital with not more than SEK 500,000 by an issue of not more than 5,000,000 new shares, convertibles and/or warrants. The board of directors shall be authorised to adopt decisions on an issue of shares, convertibles and warrants with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off.

An issue in accordance with this authorization shall be on market conditions. The board of directors shall be authorized to decide on the terms and conditions regarding issues under this authorization and what persons shall be entitled to subscribe for the shares. The reason to propose that the board of directors shall be authorized to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board shall be authorized to decide on an issue in kind or an issue by way of set-off is that the company shall be able to carry-out directed new issues in order to raise capital to the company.

#### **Majority requirements**

The resolutions under item 14 and 15 above require, in order to be valid, that a minimum of two-thirds of the votes cast and the shares represented support the resolution.

#### **Information at the Annual General Meeting**

The board of directors and the president 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, and circumstances which may affect the assessment of the Company's or a subsidiary's financial position and the Company's relationship to other group companies.

### **Documentation**

The annual report and the auditor's report as well as other documents according to the Swedish Companies Act will be held available at the Company's office with address Gustavlundsvägen 143, 167 51 Bromma and the Company's webpage not later than three weeks before the meeting, i.e. not later than 28 April 2016. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address. The documents will also be available and presented at the general meeting.

Uppsala in April 2016

**PEPTONIC medical AB (publ)**

*The board*