

Stockholm April 18, 2017

## Notice of annual general meeting in Wilson Therapeutics

The shareholders of Wilson Therapeutics AB (publ) are summoned to the annual general meeting, to be held on Wednesday 17 May 2017, at 2.00 pm at Berns (Ljusgården), Berzelii Park, Stockholm, Sweden.

### Participation, etc

Shareholders who wish to participate at the meeting must be recorded in the share register maintained by Euroclear Sweden AB on Thursday 11 May 2017, and notify Wilson Therapeutics of their intention to attend the meeting no later than on Thursday 11 May 2017 by post to Wilson Therapeutics AB (publ), Kungsgatan 3, SE-111 43 Stockholm, Sweden, by telephone +46 (0) 8 796 00 00 or by e-mail to [lisa.andersson@wtx.se](mailto:lisa.andersson@wtx.se).

The notification shall set forth the name, personal/corporate identity number, address and telephone number, the number of shares held, and, where applicable, number of assistants (not more than two) that the shareholder intends to bring to the meeting. Shareholders represented by proxy shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document shall be appended. The original power of attorney and, where applicable, the certificate should be submitted to the company at the address indicated above well in advance of the meeting. A proxy form is available at [www.wilsontherapeutics.com](http://www.wilsontherapeutics.com) and may also be ordered at the address indicated above.

Shareholders whose shares are registered in the name of a nominee/custodian must re-register their shares in their own names to be entitled to participate in the meeting. Shareholders must inform their nominee/custodian of such re-registration well before Thursday 11 May 2017 by which date such re-registration must have been completed.

There are in total 25,720,248 shares and votes outstanding in Wilson Therapeutics. Wilson Therapeutics does not hold any treasury shares.

### Proposed agenda

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes of the meeting.
6. Determination of whether the meeting has been duly convened.
7. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group.
8. Resolutions regarding the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet.
9. Resolutions regarding allocation of the company's results in accordance with the adopted balance sheet.
10. Resolutions regarding discharge of the members of the board of directors and the managing director from liability.
11. Determination of the number of members and deputy members of the board of directors and the number of auditors and deputy auditors.

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12. Determination of fees for members of the board of directors and auditors.
13. Election of the members of the board of directors and auditors and deputy auditors.
14. Resolution regarding the nomination committee.
15. Resolution regarding principles for remuneration to senior executives.
16. The board of director's proposal regarding implementation of a new performance based long term incentive program for certain senior executives and key employees.
17. The nomination committee's proposal regarding implementation of a new performance based long term incentive program for board member.
18. Resolution regarding the board of directors' proposal on issue authorization.
19. Closing of the meeting.

## **Allocation of the company's results (item 9)**

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

## **The nomination committee's proposals (items 2 and 11-14)**

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The nomination committee, composed of Sarah Shackelton (representing Abingworth), chairman of the committee, Andrew Kay, chairman of the board, Staffan Lindstrand (HealthCap) and Thomas Casdagli, (MVM) proposes;

- the appointment of attorney-at-law Christian Lindhé as chairman of the annual general meeting;
- that the board of directors shall be composed of seven members, without any deputies;
- that remuneration to the board of directors shall be paid with, in total, SEK 1,100,000, to be distributed with SEK 300,000 to the chairman of the board, SEK 200,000 to the board member Hans Schikan and with SEK 150,000 to each of the other board members, excluding Birgitte Volck.<sup>1</sup> In addition, remuneration shall be paid with SEK 65,000 to the chairman of the audit committee and remuneration committee, respectively, and with SEK 45,000 to each of the other committee members for their work in the respective committee;
- the re-election of Dina Chaya, Andrew Kay, Genghis Lloyd-Harris, Bali Muralidhar and Hans Schikan and the election of Björn Odlander and Birgitte Volck as new board members;
- the re-election of Andrew Kay as chairman of the board;
- that the company shall have two auditors without any deputies;
- that remuneration to the auditor shall be paid as per approved invoice; and
- the re-election of Ernst & Young AB (whereby Björn Ohlsson is intended to serve as auditor in charge) and the election of Anna Svanberg as auditors of the company.

The proposal concerning auditors is consistent with the audit committee's recommendation.

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<sup>1</sup> In terms of remuneration to Birgitte Volck, the nomination committee proposes that such remuneration shall be paid through granting Birgitte Volck participation in an incentive program based on so called share awards. The proposed incentive program is structured in the same manner as previous incentive program for the board of the company and best market practice. Further information on the nomination committee's proposal in that regard is set forth in the notice convening the annual general meeting.

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The newly proposed board member Björn Odlander, born 1958, holds an MD and PhD from Karolinska institutet. He is chairman of the board of HealthCap AB, board member and CEO for Odlander, Fredrikson & Co AB and board member of NVC Holding AB, Oncorena AB and Bone Support AB.

The newly proposed board member Birgitte Volck, born 1962, holds MD and PhD from Copenhagen University. She is Senior Vice President, Head of R&D Rare Disease at GlaxoSmithKline and board member of TFS Trial Form Support International AB and Ascendis Pharma A/S.

The nomination committee further proposes that the annual general meeting resolves;

- that the chairman of the board shall, based on the ownership of the company at the end of September 2017, convene a nomination committee comprising the chairman of the board and one representative of each of the three largest shareholders of the company,
- that, in the event any of the three largest shareholders refrains from their right to appoint a representative, the right shall pass to the shareholder with the next largest shareholding after these shareholders,
- that if any of the shareholders that has appointed a representative of the nomination committee sells a not insignificant part of its shareholding during the nomination committee's term of office or otherwise ceases to be a large shareholder with the right of appointing a representative of the nomination committee, the representative appointed by such shareholder should resign from the nomination committee and, if deemed appropriate by the nomination committee, such representative shall be replaced by a representative appointed by the shareholder who instead qualifies as one of the three largest shareholders of the company,
- that if a representative no longer represents the shareholder who has appointed him or her or if the representative otherwise resigns from the nomination committee prior to the completion of its work, such shareholder shall be entitled to assign a new representative of the nomination committee, and
- that the nomination committee shall perform such duties that fall on the nomination committee in accordance with the Swedish Corporate Governance Code.

## **Principles for remuneration to senior executives (item 15)**

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The board of directors proposes that the annual general meeting approves guidelines for remuneration and other terms of employment for senior executives principally in accordance with the following.

Wilson Therapeutics is to offer remuneration levels and employment terms at market terms, aimed at facilitating the recruitment and retention of senior executives with high competence and capacity, in order to achieve established targets. The remuneration to the CEO and other senior executives is to comprise fixed salary, variable remuneration, pensions, share-based incentives adopted by the shareholders' meeting and other benefits. Senior executives refer to the CEO and the other seven members of the group management.

The fixed salary is to take into consideration the individuals' competence, area of responsibility and performance. Variable remuneration relates to a variable salary determined as a fixed share of the base salary. The variable salary is dependent on the individuals' fulfilment of predetermined quantitative and qualitative targets, formulated in order to promote the company's long-term value creation. Variable salary may not exceed 40 percent of fixed salary

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for the CEO. For other senior executives, the variable salary may not exceed 30 percent of fixed salary, whereby the individual highest level should be based on factors such as the position held by the specific individual. All pension benefits are to be of the defined contribution type. Share-based incentive plans shall, where applicable, be resolved on by the shareholders' meeting.

The board of directors is entitled to deviate from these guidelines if it deems that there are particular grounds for doing so in individual cases. The guidelines correspond to the principles applied to date.

## **Resolution regarding implementation of a new performance based long term incentive program for certain senior executives and key employees (item 16)**

The board of directors proposes that the annual general meeting resolves to implement a new performance based long term incentive program for certain senior executives and key employees within the Wilson Therapeutics group ("Wilson Therapeutics") ("LTIP 2017") in accordance with items 16a – c below. The resolutions under items 16a – c below are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed as one resolution. LTIP 2017 is proposed to include approximately ten senior executives and key employees within Wilson Therapeutics.

LTIP 2017 is a three-year performance based program under which the participants will be granted, free of charge, performance based share awards ("Share Awards") that provide entitlement to not more than in total 135,000 shares in Wilson Therapeutics, in accordance with the terms stipulated below.

## **Proposal regarding adoption of a long term performance based incentive program for certain senior executives and key employees (item 16a)**

### **The rationale for the proposal**

LTIP 2017 is intended for certain senior executives and key employees within Wilson Therapeutics. When preparing LTIP 2017, the board of directors of Wilson Therapeutics has made a comprehensive analysis with an independent advisor of existing performance based incentive programs in comparable biotech companies with the aim to structure a program which is in line with market practice. The board of directors of Wilson Therapeutics believes that an equity based incentive program is a central part of an attractive and competitive remuneration package in order to attract, retain and motivate competent senior executives and key employees in Wilson Therapeutics, and to focus the participants on delivering exceptional performance which contributes to value creation for all shareholders. LTIP 2017 is based on performance based share awards and adapted to the current position and needs of Wilson Therapeutics. The board of directors is of the opinion that LTIP 2017 will increase and strengthen the participants' dedication to Wilson Therapeutics' operations, improve company loyalty and that LTIP 2017 will be beneficial to both the shareholders and the company.

### **Conditions for Share Awards**

The following conditions shall apply for the Share Awards.

- The Share Awards shall be granted free of charge to the participants as soon as possible following the annual general meeting and no later than on 30 June 2017.
- Each Share Award entitles the holder to receive one share in the company, free of charge, on 30 June 2020 or, if later, the receipt of Phase 3 clinical data for the

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development program of WTX101 (the “Vesting Period”), provided that the holder, with some exceptions, still is employed by Wilson Therapeutics.

- A prerequisite for entitlement to receive shares on the basis of Share Awards is that the performance targets for LTIP 2017 have been satisfied pursuant to the terms and conditions specified below.
- The number of Share Awards will be re-calculated in the event that changes occur in Wilson Therapeutics’ equity capital structure, such as a bonus issue, merger, rights issue, share split or reverse share split, reduction of the share capital or similar measures.
- To align the participants’ interest with the interest of the shareholders, Wilson Therapeutics will compensate the participants for distributed dividends, if any, during the Vesting Period by increasing the number of shares that each Share Award entitles to.
- The Share Awards are non-transferable and may not be pledged.
- The Share Awards can be granted by the parent company as well as any other company within the Wilson Therapeutics group.

## **Performance targets**

The number of shares that each participant later may receive based on the Share Awards depends on fulfilment of the performance targets as described below. The performance targets focus on Wilson Therapeutics’ operational development (“Performance Target 1”) and on the share-price development (“Performance Target 2”) (collectively the “Performance Targets”). Of each participant’s granted Share Awards, 65 percent will pertain to Performance Target 1 and 35 percent will pertain to Performance Target 2.

*Performance Target 1:* The target, to which 65 percent of the total number of Share Awards pertains, relates to the fulfilment of certain operational targets, as established by the board of directors, pertaining to the planned future development program of WTX101 for the treatment of Wilson Disease. The operational targets will be based on inter alia enrolment of patients in the Phase 3 clinical study, receipt of Phase 3 clinical data and subsequent filing of marketing authorization applications. The outcome will be measured on a target by target-basis, meaning that a certain number of Share Awards will vest if e.g. the enrolment target is met, although – potentially – no marketing authorization applications are subsequently submitted.

*Performance Target 2:* The target, to which 35 percent of the total number of Share Awards pertains, relates to the development of the Wilson Therapeutics share price over the period from the date of the annual general meeting up to and including 30 June 2020 or, if later, the receipt of Phase 3 clinical data for the development program of WTX101. The development of the share price will be measured based on the volume weighted average share price 30 trading days immediately following the annual general meeting and 30 trading days immediately preceding 30 June 2020 or such later date as set forth above. In the event the Wilson Therapeutics share price thereby increases by more than 60 percent, 100 percent of the Share Awards pertaining to Performance Target 2 will vest and 33 percent of such Share Awards will vest should the share price increase by 20 percent. In the event of an increase of the share price of between 20 and 60 percent, vesting of the Share Awards will occur linearly. Should the increase be less than 20 percent, no vesting will occur.

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## **Allocation**

The board of directors shall resolve upon the final allocation of the Share Awards as soon as possible following the annual general meeting. Individual allocation cannot exceed 30,000 Share Awards.

## **Preparation, administration and the right to amend the terms of the Share Awards**

The board of directors is responsible for preparing the detailed terms and conditions of LTIP 2017, in accordance with the above mentioned terms and guidelines. To this end, the board of directors shall be entitled to make adjustments to meet foreign regulations or market conditions, including resolving on cash or other settlement if deemed favourable for Wilson Therapeutics based on foreign tax regulations. The board of directors may also make other adjustments if significant changes to Wilson Therapeutics, or its operating environment, would result in a situation where the resolved terms and conditions for LTIP 2017 no longer are appropriate. Prior to finally determining allotment of shares on the basis of Share Awards, the board of directors will assess whether the outcome of LTIP 2017 is reasonable. This assessment will be conducted in relation to the company's financial position and earnings, conditions in the stock market and other circumstances as deemed relevant by the board of directors. In the event the board of directors does not consider the outcome to be reasonable, the number of shares to be allotted will be amended.

Furthermore, in the event of a public take-over offer, asset sale, liquidation, merger or any other such transaction affecting Wilson Therapeutics, the board of directors shall, in its sole discretion, be entitled to resolve that the Share Awards (partially or in full) shall vest on completion of such transaction or otherwise to resolve on cash or other settlement. The board of directors will make this decision based on the level of fulfilment of the Performance Targets, the remainder of the Vesting Period and any other factors deemed relevant and appropriate by the board of directors.

## **Preparation of the proposal**

LTIP 2017 has been initiated by the board of directors of Wilson Therapeutics and has been structured in consultation with external advisers based on an evaluation of prior incentive programs and best market practices, recognising that Wilson Therapeutics competes for qualified employees in an internationally competitive biopharmaceutical environment. LTIP 2017 has been prepared by the remuneration committee and reviewed at meetings of the board of directors.

## **Dilution**

LTIP 2017 will comprise not more than 135,000 shares in total, which corresponds to a maximum dilution of approximately 0.5 percent. If the existing stock option plan and the long term incentive programs resolved on by the extraordinary general meeting on 18 January 2017 ("LTIP 2016"), are included in the calculation, then the corresponding maximum level of dilution amounts to approximately 8.1 percent. Information on Wilson Therapeutics' incentive programs can be found in the 2016 annual report, note 9, which is available on the company's website, [www.wilsontherapeutics.com](http://www.wilsontherapeutics.com).

## **Scope and costs of the program**

LTIP 2017 will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the Share Awards shall be expensed as personnel costs over the Vesting Period and will be accounted for directly against equity. Personnel costs in accordance with IFRS 2 do not affect the company's cash flow. Social security costs will be expensed in the income statement according to UFR 7 during the Vesting Period. Assuming a share price at the time of implementation of SEK 52, that Performance Target 1, on average, is achieved at 50 percent and

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that Performance Target 2 is achieved at 55 percent (corresponding to an annual share price increase of 33 percent during the Vesting Period) the annual cost for LTIP 2017 is estimated to approximately SEK 1.4 million before tax. The corresponding annual cost with full achievement of Performance Target 1 and Performance Target 2 (corresponding to a share price increase of 60 percent during the Vesting Period) is estimated to approximately SEK 2.8 million before tax.

If LTIP 2017 had been implemented during 2016 and if the Performance Targets had been fully achieved as set forth above, the key financial ratio profit (loss) per share for 2016 had been increased with approximately SEK 0.02 (0.4 percent). The key ratio equity had been decreased with approximately SEK 0.09 per share (0.5 percent).

If both LTIP 2016 and LTIP 2017 had been implemented during 2016 and if the Performance Targets had been fully achieved as set forth above, the key financial ratio profit (loss) per share for 2016 had been increased with approximately SEK 0.09 (2.0 percent). The key ratio equity had been decreased with approximately SEK 0.32 per share (2.0 percent).

### **Delivery of shares under LTIP 2017**

In order to ensure the delivery of shares under LTIP 2017, the board of directors proposes that the annual general meeting resolves to issue warrants in accordance with item 16b below.

### **Proposal regarding issue of warrants (item 16b)**

In order to ensure the delivery of shares under LTIP 2017, the board of directors proposes that the annual general meeting resolves to issue not more than 135,000 warrants, whereupon the company's share capital may be increased by not more than approximately SEK 15,000.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest with Wilson Therapeutics Incentive AB, a wholly owned subsidiary of Wilson Therapeutics AB (publ), for the purpose of subscription and subsequent transfer of the subscribed for shares to the participants in accordance with the terms of LTIP 2017. The reason for the deviation from the shareholders' pre-emptive rights is the implementation of LTIP 2017.

The warrants shall be issued free of charge. The exercise price for subscription for shares based on the warrants shall correspond to the share's quota value.

### **Proposal regarding transfer of shares (item 16c)**

The board of directors proposes that the annual general meeting resolves to approve that Wilson Therapeutics Incentive AB may transfer such shares that are subscribed for based on the warrants issued in accordance with item 16b above, or other shares as deemed appropriate, to the participants in LTIP 2017 and pursuant to the terms thereof.

### **Resolution regarding implementation of a new performance based long term incentive program for board member (item 17)**

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In addition to LTIP 2017, Wilson Therapeutics' nomination committee proposes that the annual general meeting resolves to implement a similar performance based long term incentive program for the new board member, Birgitte Volck ("Board LTIP 2017") in accordance with items 17a – c below. The resolutions under items 17a – c below are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed as one resolution.

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Similarly to LTIP 2017, Board LTIP 2017 is a three-year performance based program under which performance based share awards will be granted free of charge (“Share Awards”), which provide entitlement to not more than 20,100 shares in Wilson Therapeutics, in accordance with the terms stipulated below.

## **Proposal regarding adoption of a long term performance based incentive program (item 17a)**

### **The rationale for the proposal**

Board LTIP 2017 is intended to attract and motivate the relevant board member in a cost-efficient manner, to strengthen the relevant board member’s interest in Wilson Therapeutics and its financial development and to provide the board member with an economic interest in Wilson Therapeutics equivalent to the interest of the shareholders. Board LTIP 2017 is deemed to positively influence the future development of Wilson Therapeutics and thereby be beneficial for both the company and its shareholders.

### **Conditions for Share Awards**

The following conditions shall apply for the Share Awards.

- The Share Awards shall be granted free of charge to the participant as soon as possible following the annual general meeting and no later than on 30 June 2017.
- Each Share Award entitles the holder to receive one share in the company, free of charge, on 30 June 2020 or, if later, the receipt of Phase 3 clinical data for the development program of WTX101 (the “Vesting Period”), provided that the holder, with some exceptions, still is a board member of Wilson Therapeutics.
- A prerequisite for entitlement to receive shares on the basis of Share Awards is that the performance target for Board LTIP 2017 has been satisfied pursuant to the terms and conditions specified below.
- The number of Share Awards will be re-calculated in the event that changes occur in Wilson Therapeutics’ equity capital structure, such as a bonus issue, merger, rights issue, share split or reverse share split, reduction of the share capital or similar measures.
- To align the participant’s interest with the interest of the shareholders, Wilson Therapeutics will compensate the participant for distributed dividends, if any, during the Vesting Period by increasing the number of shares that each Share Award entitles to.
- The Share Awards are non-transferable and may not be pledged.
- The Share Awards can be granted by the parent company as well as any other company within the Wilson Therapeutics group.

### **Performance target**

The number of shares that the participant later may receive based on the Share Awards depends on fulfilment of the performance target (the “Performance Target”) as described below. The Performance Target (which is equivalent to Performance Target 2 under LTIP 2017) relates to the development of the Wilson Therapeutics share price over the period from the date of the annual

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general meeting up to and including 30 June 2020 or, if later, receipt of Phase 3 clinical data for the development program of WTX101. The development of the share price will be measured based on the volume weighted average share price 30 trading days immediately following the annual general meeting and 30 trading days immediately preceding 30 June 2020 or such later date as set forth above. In the event the Wilson Therapeutics share price thereby increases by more than 60 percent, 100 percent of the Share Awards will vest and 33 percent of such Share Awards will vest should the share price increase by 20 percent. In the event of an increase of the share price of between 20 and 60 percent, vesting of the Share Awards will occur linearly. Should the increase be less than 20 percent, no vesting will occur.

### **Allocation**

The Share Awards in Board LTIP 2017 shall only be allocated to the proposed board member Birgitte Volck.

### **Administration and the right to amend the terms of the Share Awards**

Wilson Therapeutics' remuneration committee (excluding the participant, where applicable), in consultation with the company's nomination committee, shall be entitled to make such adjustments to the terms of Board LTIP 2017 as set forth under item 17a above.

### **Preparation of the proposal**

Board LTIP 2017 has been initiated and prepared by Wilson Therapeutics' nomination committee, recognising that Wilson Therapeutics competes for qualified board members in an internationally competitive biopharmaceutical environment, and has been structured in consultation with external advisers based on an evaluation of prior incentive programs and best market practices.

### **Dilution**

Board LTIP 2017 will comprise not more than 20,100 shares, which corresponds to a maximum level of dilution of approximately 0.1 percent. If the existing stock option plan, LTIP 2016 and LTIP 2017 (see above) are included in the calculation, then the corresponding maximum level of dilution amounts to approximately 8.3 percent. Information on Wilson Therapeutics' incentive programs can be found in the 2016 annual report, note 9, which is available on the company's website, [www.wilsontherapeutics.com](http://www.wilsontherapeutics.com).

### **Scope and costs of the program**

Board LTIP 2017 will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the Share Awards should be expensed as personnel costs over the Vesting Period and will be accounted for directly against equity. Personnel costs in accordance with IFRS 2 do not affect the company's cash flow. Social security costs will be expensed in the income statement according to UFR 7 during the Vesting Period. Assuming a share price at the time of implementation of SEK 52 and that the Performance Target is achieved at 55 percent (corresponding to an annual share price increase of 33 percent during the Vesting Period) the annual cost for Board LTIP 2017 is estimated to approximately SEK 0.3 million before tax. The corresponding annual cost with full achievement of the Performance Target (corresponding to a share price increase of 60 percent during the Vesting Period) is estimated at approximately SEK 0.4 million before tax.

The costs are expected to have marginal effect on key ratios of Wilson Therapeutics.

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## **Delivery of shares under Board LTIP 2017**

In order to ensure the delivery of shares under Board LTIP 2017, Wilson Therapeutics' nomination committee proposes that the annual general meeting resolves to issue warrants in accordance with item 17b below.

## **Proposal regarding issue of warrants (item 17b)**

In order to ensure the delivery of shares under Board LTIP 2017, Wilson Therapeutics' nomination committee proposes that the annual general meeting resolves to issue not more than 20,100 warrants, whereupon the company's share capital may be increased by not more than approximately SEK 2,333.33.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest with Wilson Therapeutics Incentive AB, a wholly owned subsidiary of Wilson Therapeutics AB (publ), for the purpose of subscription and subsequent transfer of the subscribed for shares to the participant in accordance with the terms of Board LTIP 2017. The reason for the deviation from the shareholders' pre-emptive rights is the implementation of Board LTIP 2017.

The warrants shall be issued free of charge. The exercise price for subscription of shares based on the warrants shall correspond to the share's quota value.

## **Proposal regarding transfer of shares (item 17c)**

Wilson Therapeutics' nomination committee proposes that the annual general meeting resolves to approve that Wilson Therapeutics Incentive AB may transfer such shares that are subscribed for based on the warrants issued in accordance with item 17b above, or other shares as deemed appropriate, to the participant in Board LTIP 2017 and pursuant to the terms thereof.

## **Resolution regarding the board of directors' proposal on issue authorization (item 18)**

The board of directors proposes that the annual general meeting resolves to authorize the board, for the period up to the next annual general meeting, to adopt decisions, whether on one or several occasions and whether with or without pre-emptive rights for the shareholders, to issue new shares; provided however that such issues, in aggregate, must not exceed ten percent of the total number of outstanding shares in the company as of the date of the annual general meeting. It should also be possible to make such an issue resolution stipulating in-kind payment, the right to offset debt or other conditions.

The purpose of the authorization is to increase the financial flexibility of the company and the acting scope of the board of directors as well as to potentially broaden the shareholder base.

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A resolution in accordance with the proposals under items 16 and 17 shall only be valid where supported by not less than nine-tenths of both the votes cast and the shares represented at the meeting. A resolution in accordance with the proposal under item 18 shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the meeting.

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The shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Complete documentation is held available at the company's offices at Kungsgatan 3, Stockholm and at the company's webpage, [www.wilsontherapeutics.com](http://www.wilsontherapeutics.com), no later than three weeks before the meeting and will be sent to shareholders who so request and who inform the company of their postal address.

This notice is a translation of the Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

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**Wilson Therapeutics AB (publ)**  
*The board of directors*

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## **About Wilson Therapeutics**

Wilson Therapeutics is a biopharmaceutical company, based in Stockholm, Sweden, that develops novel therapies for patients with rare diseases. Wilson Therapeutics' lead product, WTX101, is in development as a novel treatment for Wilson Disease. A Phase 2 clinical study has been successfully completed and preparations for a pivotal Phase 3 study are ongoing. Wilson Therapeutics is listed in the Mid Cap segment on Nasdaq Stockholm with the stock ticker WTX.

Visit [www.wilsontherapeutics.com](http://www.wilsontherapeutics.com) for more information.

## **For further information contact:**

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