



## **Notice of annual general meeting of Nuevolution AB (publ)**

The shareholders of Nuevolution AB (publ) are hereby summoned to the annual general meeting on Monday 28 May 2018 at 3.00 p.m. at Advokatfirman Vinge's offices, Smålandsgatan 20, Stockholm.

### ***Right to attend the general meeting***

Shareholders who wish to attend the general meeting must be registered in the share register maintained by Euroclear Sweden AB on Tuesday 22 May 2018, and must notify the company of their intention to attend the meeting no later than Tuesday 22 May 2018.

The notification must be made in writing to Nuevolution AB (publ), Rønnegade 8, 2100 Copenhagen, Denmark or by e-mail to [agm@nuevolution.com](mailto:agm@nuevolution.com). The notification shall state the shareholder's name, personal identity number/registration number, shareholding, address, day time telephone number and information about the attendance of any assistants (maximum two) and, if applicable, information about any proxies.

### ***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 should be attached. The power of attorney and the certificate of registration may not be older than one year, however, the power of attorney may be older provided that the power of attorney according to its wording is valid for a longer period, although, not more than five years. The original power of attorney and the certificate of registration should be sent to the company at the address mentioned above well in advance of the general meeting. A proxy form is available at [www.nuevolution.com](http://www.nuevolution.com) and will also be sent to shareholders who so requests and state their postal address.

### ***Nominee-registered shares***

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must temporarily re-register their shares in their own names in order to be entitled to attend the general meeting. Such registration must be duly effected in the share register maintained by Euroclear Sweden AB on Tuesday 22 May 2018, and the shareholders must therefore advise their nominees well in advance of this date.

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

In the company, on the day of this notice, there are a total of 42,858,236 ordinary shares that hold one (1) vote per share at the general meeting. Thus, there are a total of 42,858,236 shares and 42,858,236 votes in the company.

The shareholders are reminded of their right to require information in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

### ***Proposed agenda***

1. Election of a chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to approve the minutes of the meeting.
5. Determination of whether the meeting has been duly convened.
6. Report from the managing director Alex Haahr Gouliaev.
7. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report for the group.
8. Resolution on adoption of the income statement, balance sheet, consolidated income statement and the consolidated balance sheet.





9. Resolution on allocation of the company's profits or losses in accordance with the adopted balance sheet.
10. Resolution on 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.
12. Determination of fees to be paid to the members of the board of directors and auditors.
13. Election of the members of the board of directors as well as auditors and deputy auditors.
14. Proposal regarding principles for the appointment of a nomination committee.
15. The board of directors' proposal regarding authorization to issue new shares, warrants and convertibles.
16. Closing of the general meeting.

***Allocation of the company's profits or losses (item 9)***

The board of directors proposes that the company's results shall be carried forward.

***Board of directors, etc (items 1 and 11–13)***

The nomination committee, consisting of David Sonnek (appointed by SEB Venture Capital), Peter Benson (appointed by Sunstone Capital), Patrick Sobocki (appointed by Stiftelsen Industrifonden) and Stig Løkke Pedersen (in his capacity as the chairman of the board in Nuevolution), has submitted the following proposals:

- that Dain Hård Nevonen, member of the Swedish Bar Association, from Advokatfirman Vinge shall be appointed chairman of the meeting (item 1).
- that the board of directors shall consist of five members with no deputies and that the company shall have one auditor with no deputy auditor (item 11).
- that the remuneration to the board of directors shall be paid in a total amount of SEK 1,345,000 allocated as follows. The chairman shall receive SEK 400,000, and other members, who are not employed by the company, shall receive SEK 200,000 each. The remuneration for work in the committees of the board of directors shall be distributed with SEK 50,000 to the chairman of the audit committee and SEK 25,000 each to the two members, SEK 30,000 to the chairman of the remuneration committee and SEK 15,000 to the other member. Remuneration to the auditor shall be paid in accordance with approved invoices within the auditor's quotation (item 12).
- that the members of the board Stig Løkke Pedersen, Søren Lemonius, Lars Henriksson, Professor Dr. Jutta Heim, and Jeanette M. Wood are re-elected as members of the board for the period up to the end of the next annual general meeting. Re-election of Stig Løkke Pedersen as chairman of the board. Re-election of the auditing company Ernst & Young Aktiebolag as auditor, with the request that authorized auditor Beata Lihammar will be auditor in charge, for the period up to the end of the next annual general meeting (item 13).

Further information on the members proposed for re-election of the board is available at [www.nuevolution.com](http://www.nuevolution.com).

***Nomination committee (item 14)***

The Nomination Committee proposes that the following principles shall apply for appointing the Nomination Committee until a general meeting resolves otherwise:

The Nomination Committee shall comprise the chairman of the board and one representative for each of the three largest shareholders based on ownership of the company as of 31 October each year. Should one of the three largest shareholders refrain from appointing a representative to the Nomination Committee, the right shall pass to the shareholder that, excluding these three shareholders, has the largest shareholding in the company. The chairman of the board of directors shall convene the





Nomination Committee. The chairman of the Nomination Committee shall be the member representing the largest shareholder, unless the Nomination Committee unanimously appoints another member.

If the shareholder that appointed a member of the Nomination Committee is no longer one of the three largest shareholders, the member appointed by such owner shall offer to leave the committee and the shareholder that has become one of the three largest shareholders has the right to appoint a representative to the committee. However, and unless special circumstances exists, no changes shall be made in the composition of the Nomination Committee if there is only a marginal change in ownership or if the change occurs later than three months prior to the annual shareholders' meeting. In the event that a member leaves the Nomination Committee before its work is completed, the shareholder who appointed the member shall appoint a new member. If this shareholder is no longer one of the three largest shareholders, a new member is appointed according to the above procedure. Shareholders who have appointed a representative to the Nomination Committee have the right to dismiss such member and appoint a new representative as a member of the committee.

Changes in the Nomination Committee's composition shall be announced immediately. The Nomination Committee's term of office shall extend until a new Nomination Committee is appointed. The Nomination Committee shall perform the duty of the Nomination Committee in accordance with the Swedish corporate governance code.

#### ***Authorization to issue new shares, warrants and convertibles (item 15)***

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, 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-emption rights for the shareholders, to issue new ordinary shares and warrants and/or convertibles with a right to subscribe/convert to ordinary shares. Issuance of ordinary shares, warrants and/or convertibles may be possible to an amount, after any subscription/conversion, not exceeding 20 percent of the total number of outstanding ordinary shares in the company before utilization of the authorization. Issues may be made with or without provisions concerning non-cash consideration, set-off or other provisions. The purpose of the authorization is to provide the board with flexibility in its work to secure that the company, in a suitable way, can be provided with capital for the financing of the business, to enable a broadening of the ownership of the company, increase the liquidity in, and trading volume of, the share and to be used in strategic partnerships.

#### ***Miscellaneous***

A resolution in accordance with item 15 requires approval of least two-thirds (2/3) of the shares represented and votes cast at the general meeting.

---

The annual report and all other relevant documents are available at the company's offices at Rønnegade 8, 2100 Copenhagen, Denmark and at [www.nuevolution.com](http://www.nuevolution.com) no later than three weeks before the general 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 a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail. The other complete proposals are presented under the relevant item in the notice.

---

Stockholm, April 2018  
**Nuevolution AB (publ)**  
*The board of directors*

---



**For more information, please contact:**

Alex Haahr Gouliaev, CEO

Phone: +45 7020 0987

Email: ahg@nuevolution.com

Henrik D. Simonsen, CFO

Phone: +45 3913 0947

Email: hs@nuevolution.com

**Information about Nuevolution AB (publ)**

Nuevolution AB (publ) is a leading small molecule drug discovery biotech company founded in 2001, and headquartered in Copenhagen, Denmark. Nuevolution partners its discovery platform and programs with pharmaceutical and biotechnology companies to seek future benefit of patients in need of novel medical treatment option. Nuevolution's internal programs are focused on therapeutically important targets within inflammation, oncology and immuno-oncology.

This information is information that Nuevolution AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was sent for publication, through the agency of the contact persons set out above, on Tuesday 24 April 2018 at 17:45 CET.

Nuevolution AB (publ) is listed at Nasdaq First North in Stockholm, Sweden (ticker: NUE). Redeye AB acts as Certified Advisor to Nuevolution AB (publ). More information about Nuevolution can be found on: [www.nuevolution.com](http://www.nuevolution.com).

