

# 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 Monday 18 June 2018, at 3.00 pm at Advokatfirman Vinge's offices, Smålandsgatan 20, 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 Tuesday 12 June 2018, and notify Wilson Therapeutics of their intention to attend the meeting no later than on Tuesday 12 June 2018 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 Tuesday 12 June 2018 by which date such re-registration, which may be temporary, must have been completed.

There are in total 28,292,272 shares and votes 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. Resolution regarding the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet.
9. Resolution regarding allocation of the company's results in accordance with the adopted balance sheet.
10. Resolution 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.
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 nomination committee.
15. Resolution regarding principles for remuneration to senior executives.
16. The board of directors' proposal to resolve on issue authorization.
17. Closing of the meeting.

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

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

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

The nomination committee is composed of Sarah Shackelton (representing Abingworth), chairman of the committee, Andrew Kay, chairman of the board, Staffan Lindstrand (HealthCap) and Thomas Casdagli (MVM). The nomination committee has informed the company that the nomination committee awaits the outcome of Alexion's public tender offer for Wilson Therapeutics and that the nomination committee, accordingly, has chosen not to present its proposal for the appointment of board members etc. at this stage.

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

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 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.

#### **Issue authorization (item 16)**

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 twenty 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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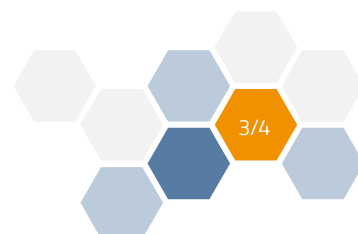
The shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Complete documentation is held available at the company's offices at Kungsgatan 3, Stockholm, and at the company's webpage, [www.wilsontherapeutics.com](http://www.wilsontherapeutics.com), 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.

Stockholm, May 2018

**Wilson Therapeutics AB (publ)**

*The board of directors*



**About Wilson Therapeutics**

Wilson Therapeutics is a biopharmaceutical company, based in Stockholm, Sweden, that develops novel therapies for patients with rare copper-mediated disorders. Wilson Therapeutics' lead product, WTX101, is in Phase 3 development as a novel treatment for Wilson Disease. 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 please contact:**

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