



Notice of Extraordinary General Meeting in Moberg Pharma AB (publ)

The shareholders in Moberg Pharma AB (publ) (reg. no. 556697-7426) (the “**Company**” or “**Moberg Pharma**”) are hereby convened to the Extraordinary General Meeting on Tuesday, 28 April 2020 at 4:30 p.m. (CET) in the Company’s premises in Bromma, address Gustavslundsvägen 42, 5 tr, 167 51 Bromma (Alviks torg), Sweden.

Attendance at the Extraordinary General Meeting

Shareholders who wish to participate in the Extraordinary General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB (“**Euroclear**”), on Wednesday, 22 April 2020, and
- give notice of attendance to the Company under address: Moberg Pharma AB (publ), Gustavslundsvägen 42, 5 tr, 167 51 Bromma, Sweden, att. Malin Nilsson or by e-mail to malin.nilsson@mobergpharma.se, at the latest on Wednesday, 22 April 2020, preferably before 4:00 p.m. (CET).

When giving notice of attendance, shareholders must state their name, civil registration number or corporate registration number, address, telephone number and, where applicable, number of accompanying assistants (no more than two). Shareholders can participate and vote at the Extraordinary General Meeting personally or by proxy. Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to participate in the Extraordinary General Meeting, with the help of the nominee, re-register their shares in their own names in the share register maintained by Euroclear, so that they are registered on Wednesday, 22 April 2020.

Shareholders represented by proxy should submit a power of attorney in original, along with other authorization documents, when giving notice of attendance to the Extraordinary General Meeting. A power of attorney may be valid for up to five years from issuance. The Company provides forms of power of attorney on the Company’s website www.mobergpharma.se. Representatives of legal persons must present a copy of the legal person’s certificate of registration or other equivalent document demonstrating the right to act on behalf of the legal person.

Number of shares and votes

As per the date of this notice, there are a total of 18,853,510 shares and votes in the Company. All issued shares are ordinary shares. At the time of issuing this notice, the Company holds 184,746 own ordinary shares that do not qualify for voting rights at the general meeting.

Proposed agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. Determination whether the Meeting has been duly convened
6. Approval of the agenda
7. Proposal for resolution on amendments to the articles of association
8. Proposal for resolution on authorisation for the Board of Directors to issue convertibles
9. Proposal for resolution on the implementation of a long-term incentive program and hedging arrangements in respect of the program
10. Closing of the Meeting

Proposals for resolution

Election of Chairman of the Meeting (Item 2)

The Board of Directors proposes to elect Attorney at law Mikael Borg as Chairman of the Extraordinary General Meeting.

Proposal for resolution on amendments to the articles of association (Item 7)

Since the Company has no outstanding series B shares and no further issues of series B shares are contemplated to be carried out, and since the OTC-dividend has already been paid, the Board of



Directors proposes that the Extraordinary General Meeting resolves to make certain amendments to § 5, § 6 and § 7 of the articles of association.

In addition, certain amendments to § 1, § 11 and § 14 are proposed, partly as a result of implemented and potentially forthcoming legislative changes and partly to implement simplifications.

Lastly, it is proposed that the limits for the share capital and the number of shares in § 4 and § 5, respectively, are increased so that the minimum limits correspond to the Company's share capital and number of shares at the time of the notice to the Extraordinary General Meeting and so that the maximum limits correspond to four times this amount and number, respectively.

The current § 1 of the articles of association shall have the following wording:

"§ 1 Business name

The Company's business name is Moberg Pharma AB (publ)."

The current § 4 of the articles of association shall have the following wording:

"§ 4 Share capital

The share capital shall amount to no less than SEK 1,885,351 and no more than SEK 7,541,404."

The current § 5 of the articles of association shall have the following wording:

"§ 5 Number of shares

The number of shares shall amount to no less than 18,853,510 and no more than 75,414,040.

Shares may be issued in two series, common shares and shares of series C. Common shares may be issued in a maximum number corresponding to not more than 100 % of the total number of shares in the company and series C shares may be issued in a maximum number corresponding to no more than 2 % of the total number of shares in the company.

Each common share entitles the holder to one vote and each series C share entitles the holder to one-tenth of a vote.

Series C shares do not entitle to dividends. Upon the company's liquidation, series C shares carry an equal right to the company's assets as common shares, however not to an amount exceeding the share's quotient value.

If the Company decides to issue new common shares and series C shares through a cash issue or an issue against payment through set-off claims, each owner of common shares and series C shares shall have a pre-emptive right to subscribe for new shares of the same series in proportion to their existing shareholdings (primary pre-emptive rights). Shares not subscribed through primary pre-emptive rights shall be offered to all shareholders for subscription (subsidiary pre-emptive rights). Should the number of shares offered not be enough for subscription through subsidiary pre-emptive rights, the said shares shall be apportioned among the subscribers in proportion to their existing shareholdings and, to the extent that this cannot be done, by lottery.

If the Company decides through a cash issue or a set-off issue to only offer common shares or series C shares, shall all shareholders, regardless of whether their shares are common shares or series C shares, have right to subscribe for new shares in proportion to their existing shareholdings.

The above shall not constitute any restriction on the possibility to decide on a cash issue or a set-off issue, deviating from the pre-emptive rights of the shareholders.

What is stated above about the shareholders' pre-emptive rights shall apply mutatis mutandis for new



issues of warrants and convertibles not made against contribution in kind.

If the share capital is increased through a bonus issue, new shares in each series shall be issued in proportion to the existing number of shares in each series. Old shares in a specific series shall thus carry entitlement to new shares in the same series. The aforesaid shall not constitute any restriction on the possibility to issue new shares of a new series through a bonus issue, following the requisite amendments to the Articles of Association.

The Board of Directors may resolve on reduction of the share capital by redemption of all series C shares. In case of a resolution on redemption, holders of series C shares shall be obliged to redeem all series C shares against a redemption amount corresponding to the share's quotient value. Payment of the redemption amount shall be made as soon as possible.

Series C shares held by the company itself may, upon request by the Board of Directors, be converted (reclassified) into common shares. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office (Sw. Bolagsverket) for registration. The reclassification is effected when it has been registered in the Swedish Register of Companies and the reclassification been noted in the Swedish Central Securities Depository Register."

The current § 6 and § 7 of the articles of association shall be deleted.

The current § 11 of the articles of association shall have the following wording:

"§ 9 Attendance at General Meeting

Shareholders who wants to participate at a General Meeting shall give notice to the Company at the latest on the day that is mentioned in the notice convening the General Meeting.

A shareholder may bring one or two assistants to the general meeting, but only if the shareholder has made a notification thereof in accordance with the provisions set forth in the paragraph above."

The current § 14 of the articles of association shall have the following wording:

"§ 12 Central securities depository register

The Company's shares shall be registered in a central securities depository register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (Sw: lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument)."

A valid resolution in accordance with the Board of Director's proposal requires that shareholders representing not less than two-thirds of the votes cast as well as of the shares represented at the meeting approve the resolution.

Proposal for resolution on authorisation for the Board of Directors to issue convertibles (Item 8)

Background to the proposal

On 23 March 2020, the Company announced that it has entered into an agreement (the "**Financing Agreement**") with Nice & Green S.A., a private Swiss company that specializes in financing solutions tailored to the requirements of listed growth companies in the biotechnology and cleantech industry, ("**N&G**"). According to the Financing Agreement, N&G has committed to subscribe for convertibles with a total nominal amount of up to SEK 216,000,000, divided into tranches of initially SEK 3,000,000 per month in six months och thereafter, depending on the then prevailing market conditions, with a possibility to increase to SEK 6,000,000 per month. The Financing Agreement is contingent on the shareholders at a general meeting in the Company resolving to authorise the Board of Directors to resolve on issues of convertibles.

Due to issue technical reasons, each resolution regarding issue of convertibles must stipulate a minimum conversion rate. At each issue resolution, this minimum conversion rate forms the basis for the maximum



number of shares that may be issued upon conversion of issued convertibles. According to the Financing Agreement, the convertibles are convertible into shares at a conversion rate corresponding to the highest of (i) a certain minimum rate to be calculated based on, *inter alia*, the number of outstanding tranches under the Financing Agreement and the limitations of the articles of association at the time for the issue of each convertible (the “**Minimum Rate**”) and (ii) 93 per cent. of the lowest daily volume-weighted average price for the Company’s share during the five trading days preceding the request for conversion.

If the proposed authorisation is approved, and based on the initial Minimum Rate pursuant to the above, the Board of Directors shall, until the next Annual General Meeting, be able to resolve on issues of convertibles that entitles for conversion to a maximum of 55,457,259 shares. However, it should be noted that as long as 93 per cent. of the lowest daily volume-weighted average price for the Company’s share during the five trading days preceding the day for the request for conversion exceeds the Minimum Rate, the conversion rate so calculated will be applied and the number of shares issued at conversion will then be lower than the maximum number as per the above. For further information regarding the Financing Agreement, please refer to the Company’s press release on 23 March 2020.

The authorisation according to this proposal shall not affect the authorisation for issues that was resolved upon at the Annual General Meeting for the shortened financial year January - June 2019.

The Board of Directors’ proposal

The Board of Directors proposes that the Extraordinary General Meeting authorise the Board of Directors to, within the scope of the articles of association, with deviation from the shareholders’ pre-emptive rights, on one or several occasions during the period until the next Annual General Meeting, resolve to issue convertibles in the Company. Such issues may only be made in accordance with the Financing Agreement and the number of shares that may be issued upon conversion of so issued convertibles shall be a maximum of 55,457,259 shares.

The purpose of the authorisation and the reason for deviation from the shareholders’ preferential right is for the Company to be able to draw tranches under the Financing Agreement and thereby be able to finance the Company’s business.

The Board of Directors, Chief Executive Officer or any person appointed by the Board of Directors, shall be authorised to make any minor amendments and clarifications of the Extraordinary General Meeting’s resolution that are required in connection with the filing with the Companies Registration Office.

A valid resolution in accordance with the Board of Director’s proposal requires that shareholders representing not less than two-thirds of the votes cast as well as of the shares represented at the meeting approve the resolution.

Proposal for resolution on the implementation of a long-term incentive program and hedging arrangements in respect of the program (Item 9)

The Board of Directors proposes that the General Meeting resolves on:

(A) implementation of a long-term incentive program 2020 (“**LTI 2020**” or the “**Program**”) for employees and consultants in the Company; and

(B) hedging arrangements in respect of the Program, consisting of:

- (I) an authorization for the Board of Directors to decide on a directed issue of redeemable and convertible series C shares;
- (II) an authorization for the Board of Directors to decide on a repurchase of series C shares; and
- (III) transfers of own common shares to Program Participants (employees and consultants in the Company).

Should the majority requirement under item 9 (B) not be reached, the Board of Directors proposes that the General Meeting approves the Company to enter into an equity swap agreement with a third party (item 9 (C)).



Implementation of LTI 2020 (Item 9 (A))

The Board of Directors proposes that the General Meeting resolves on the implementation of the LTI 2020 in accordance with below.

Objectives and reasons for the proposal

During 2018, the Annual General Meeting of Moberg Pharma resolved to implement a three-year incentive program, including investment requirements for the participants, based on performance shares linked to the share price development (“**LTI 2018**”). Because of the divestment of Moberg Pharma’s OTC business and the changed financial year, no new incentive program was proposed to the Annual General Meetings held on 15 May 2019 and 30 October 2019. In light of the divestment of the OTC business and the enhanced focus on the onychomycosis treatment MOB-015, the Board of Directors has, when evaluating the LTI 2018, concluded that it would be effective to resolve on implementing a new incentive program at the Extraordinary General Meeting; adapting the structure with the aim of recruiting, rewarding and retaining valuable employees in a more appropriate manner and promote and create long-term participation in the Moberg Pharma group, thereby closely aligning the employees’ interest with those of Moberg Pharma’s shareholders. Consequently, the LTI 2020 substantially follows the structure of the LTI 2018 but instead links the expiration of the performance and vesting period (which cannot be shorter than three years) to the announcement of the topline result (the “**Result**”) of a potential phase 3 study which may follow the announcement of the results of the European phase 3 study and to market approval from the European or the US regulators regarding MOB-015 (the “**Approval**”). The LTI 2020 is designed to provide long-term incentives for members of the executive management, as well as other key employees to improve Moberg Pharma’s performance and create long-term value. In view of the terms proposed below, the size of the allotment and other circumstances, the Board of Directors assesses that the proposed Program is well-balanced and that it will be beneficial for the Company and its shareholders.

Description of LTI 2020

1. LTI 2020 shall comprise no more than 370,000 shares in Moberg Pharma, corresponding to approximately 2 % of the total number of issued shares and votes in Moberg Pharma.¹
2. The LTI 2020 is proposed to include all current and future senior executives (“**Group 1**”), currently consisting of 7 people, together with other management and key employees, currently consisting of 11 people in total, divided into two groups: Senior Directors / Directors / Senior Managers (“**Group 2**”); and Managers / Senior Associates / Experts / Associates / Associate Managers and Assistants (“**Group 3**”) (jointly the “**Participants**”).
3. It is proposed that the Program shall grant the possibility of allotment of Moberg Pharma shares free of charge (“**Performance Shares**”), subject to the fulfilment of, among other things, a performance target based on the share price development in Moberg Pharma during a certain measurement period (“**Performance Period**”). The Performance Period runs initially from and including 1 May 2020 up until and including 1 May 2025. However, if Moberg Pharma announces the Result or receives the Approval not later than on the date of the announcement of the year-end report for the financial year 2022, the Performance Period shall end on the date of announcement of the year-end report for the financial year 2022. If the Result is announced or the Approval is received after the day of announcement of the year-end report for the financial year 2022, but prior to 1 May 2025, the Performance Period shall instead be terminated at the earlier of the publication of the Result and the date of the Approval.
4. Under LTI 2020, the Participants will receive a certain number of rights free of charge, which entitle the Participants to receive a certain number of shares in the Company following the expiration of a vesting period of at least three years (“**Performance Share Rights**”). At the implementation of the Program, each Performance Share Right entitles the holder to one (1) Moberg Pharma share (subject to the achievement of the Program’s performance targets). Any allotment of Moberg Pharma shares pursuant to Performance Share Rights will be subject to the

¹ Excluding dilution as a result of the exercise of warrants issued under previous incentive programs.



achievement of performance targets, as set out below, and will generally require that the Participant retains his or her employment until 1 May 2023 (the “**Vesting Period**”).

5. Within Group 1, the Board of Directors propose that Anna Ljung, Annica Magnusson, Mark Beveridge, Peter Wolpert and Torbjörn Wårnheim be allotted 40,000 Performance Share Rights each and that the allotment for the other Group 1 Participants may not exceed 40,000 Performance Share Rights per Participant.

In the other groups, allotment per Participant will depend on performance and position within the group and may not exceed 10,000 Performance Share Rights to Group 2 Participants; and 6,000 Performance Share Rights to Group 3 Participants.

6. Allotment of Performance Share Rights will take place as soon as possible following 1 May 2020. The actual allotment of Performance Share Rights to Participants within the limits as set out above, is decided by the Board of Directors and may be reduced proportionally based on the respective person’s performance and time as an employee and/or contractor in the Company.
7. The right to receive shares under the Performance Share Rights is linked to the employment at or the consulting agreement with the Company. Should the employment at the Company terminate due to redundancy, illness, retirement pursuant to a succession plan approved by the Company (or similar) the employee may keep the Performance Share Rights not yet vested pro rata in relation to the time passed since the date the Performance Share Rights were allotted until the termination date, and the remainder of the rights will lapse. Should the employment at the Company terminate due to any other reason, or if a consulting agreement with these companies is terminated, prior to the expiration of the Vesting Period, all Performance Share Rights will normally lapse. Performance Share Rights shall not constitute securities and may not be transferred, pledged or otherwise disposed of by the holder of Performance Share Rights.
8. Any allotment of Performance Shares (vesting) depends on the extent to which the performance target is met during the Performance Period, thereby establishing what portion (if any) of the Performance Share Rights that will give the Participants right to receive Moberg Pharma shares at the end of the Vesting Period. The performance target is based on Moberg Pharma’s share price development² and is defined as follows: if Moberg Pharma’s share price by the expiration of the Performance Period is less than 110 % (minimum level) of the share price at the commencement of the Performance Period there will be no allotment of shares. If Moberg Pharma’s share price at the expiration of the Performance Period corresponds to, or exceeds 200 % of the share price at the commencement of the Performance Period there will be an allotment corresponding to one (1) Performance Share per Performance Share Right. However, in total not more than one (1) Performance Share per Performance Share Right may be allocated (disregarding any recalculation under the terms of the Program).
9. Provided that the performance targets above have been met during the Performance Period and the Participant has retained his or her employment (unless special circumstances are at hand), Performance Shares shall be allotted as soon as practicably possible following the expiration of the Vesting Period.
10. When determining the final vesting level of Performance Share Rights, the Board of Directors shall examine whether the vesting level is reasonable considering Moberg Pharma’s financial results and position, conditions on the stock market and other circumstances, and if not, as determined by the Board of Directors, reduce the vesting level to the lower level deemed appropriate by the Board of Directors.
11. In order to align the Participants’ and shareholders’ interests, Moberg Pharma will compensate for dividends and other value transfers to the shareholders during the Vesting Period by increasing

² In order to properly assess the performance the share price development of Moberg Pharma’s share is calculated on basis of the average closing price of the Moberg Pharma share on Nasdaq Stockholm for a period of 60 trading days immediately preceding the commencement and following the expiration of the Performance Period. Potential dividends or other actions qualifying for recalculation occurring during these periods or the Performance Period may also lead to adjustments of the Performance Target.



the number of shares to which each Performance Share Right entitles and/or by adjusting the Performance Target. The Performance Target and/or the number of Moberg Pharma shares which each Performance Share Right entitles the Participant to receive may be recalculated as a result of e.g. bonus issues, reverse splits or splits of shares, interim dividend, new share issues, reductions of the share capital, or similar actions. The transfer of shares may be accelerated as a result of any merger, change of control or similar actions.

12. The Board of Directors shall resolve on the detailed terms and conditions for the Program and, in the event of company related events, market conditions, local legislation or other rules, regulatory changes, or other events, the Board of Directors shall be entitled to make deviations from and adjustments of the terms and conditions of the Program (e.g. changes to the Investment Condition and holding requirement for Participants residing abroad) or settle all or part of the Performance Shares in cash.

Costs, dilution and effects on important key ratios

The costs of the Program, which are charged in the profit and loss account, are calculated in accordance with the accounting standard IFRS 2 and distributed over the Vesting Period. The calculation has been made based on the following assumptions: (i) a market price of the Moberg Pharma common share of SEK 10,38 based on the closing price as of March 20, 2020, (ii) no dividends are paid by Moberg Pharma during the Program and (iii) an assessment of future volatility of 43,69 % in respect of the Moberg Pharma common share, (iv) the Result is announced or the Approval is obtained as of 1 May 2024 and (v) an employee turnover of 5 % per year. In total, this can lead to maximum costs for the Program of approximately SEK 0.9 million, excluding social security costs. The costs for social security charges are estimated to approximately SEK 1.2 million assuming an annual share price increase of 25 % during the Vesting Period.

The expected annual costs of the Program, including social security charges of approximately SEK 0.5 million, correspond to approximately 2 % of Moberg Pharma's total annual employee costs.

If the Program had been implemented in 2019, if the Company had costs in accordance with the example in the preceding paragraph, and Performance Shares had been allotted in 2019 in accordance with the assumptions in the sample calculation, which among other things assumes an annual share price increase of 25 % during the Vesting Period, the earnings per share for the financial year January – June 2019 had decreased by SEK 0.02 to SEK 31.62.

Dilution

Upon full allotment of Performance Shares, the number of shares under the Program amounts to 370,000 common shares in Moberg Pharma, corresponding to a dilution effect of approximately 2 % of the share capital and votes based on the number of issued shares as per the day of this notice.

Preparation of the proposal, etc.

The proposal regarding LTI 2020 has been prepared by the Board of Directors in consultation with external advisors, and has been adopted by the Board of Directors.

The Board of Directors shall, within the framework of the above terms and conditions, be responsible for the implementation and management of the LTI 2020.

Description of ongoing variable compensation programs

Moberg Pharma's ongoing share-based incentive programs and variable compensation to senior executives are described in the annual report for January – June 2019, in note 7 to the consolidated financial statements. The Board of Directors' accounts of the remuneration committee's evaluation of the principles for remuneration to senior executives which were published on Moberg Pharma's website, describes how Moberg Pharma applies its principles for remuneration to senior executives in accordance with the Swedish Corporate Governance Code.

Hedging arrangements in respect of the Program (Item 9 (B))

The Board of Directors has evaluated different methods to secure the financial exposure and transfer of shares in accordance with the LTI 2020, such as transfer of own shares and an equity swap agreement



with a third party. The Board of Directors considers a directed issue of redeemable and convertible series C shares and transfer of such shares to the Participants (following conversion of the shares to common shares) to be the most cost-effective and flexible method for hedging the financial exposure and transfer of own shares under the LTI 2020.

The Board of Directors proposes that the main option to secure the financial exposure shall be transfer of own shares (item 9 (B)), since the cost associated with an equity swap agreement vastly exceeds the costs of transferring own shares.

Should the majority requirement under item 9 (B) not be reached, the Board of Directors proposes that the General Meeting approves the entering into an equity swap agreement with a third party (item 9 (C)).

At the Annual General Meetings following this Extraordinary General Meeting, the Board of Directors will propose that it will be authorized to cover costs associated with the Program, mainly social security charges, by transferring a certain amount of own shares held by Moberg Pharma.

Authorization for the Board of Directors to resolve to issue redeemable and convertible series C shares (Item 9 (B) (I))

Authorization for the Board of Directors to resolve to issue redeemable and convertible series C shares, on one or more occasions, until the next Annual General Meeting.

The issue shall be effected on the following terms.

- An increase of the Company's share capital with no more than SEK 37,000.
- The number of series C shares that may be issued may amount to no more than 370,000 shares.
- The new shares shall – with deviation from the shareholders' pre-emptive rights – be subscribed for only by an external party who has been informed in advance.
- The price to be paid for each new share shall correspond to the quotient value of the share at the time of the subscription of the shares.³
- The new shares shall be subscribed for during the period May 1st – August 31st 2020, with a right for the Board of Directors to extend the subscription period. Oversubscription is not permitted.
- Payment for shares subscribed for shall be effected at subscription of the shares.
- The new shares shall be entitled to dividends after the registration of the new shares with the Swedish Companies Registration Office.
- The new shares will be subject to restrictions as set forth in Chapter 4, Section 6 (conversion provision) and Chapter 20, Section 31 (redemption provision) of the Swedish Companies Act (SFS 2005:551).

Authorization for the Board of Directors to resolve to repurchase all issued redeemable and convertible series C shares (Item 9 (B) (II))

Authorization for the Board of Directors to resolve to repurchase all issued redeemable and convertible series C shares in the Company on the following terms.

- Repurchase may be effected through a public offer directed to all owners of series C shares in the Company.
- The authorization is valid and may be exercised on one or several occasions until the Annual General Meeting 2020.
- The number of series C shares permitted to be repurchased shall amount to no more than 370,000.
- Repurchase of shares shall be made at a lowest price per share of 100 % and a highest price of 105 % of the quotient value, applicable at the time of the subscription of shares according to item 9 (B) (I) above.
- Payment for shares repurchased shall be made in cash.
- The Board of Directors shall be authorized to establish additional terms for the repurchase.
- The authorization shall also be valid for repurchase of so-called interim shares, designated by Euroclear Sweden AB as a "paid subscription share" (Sw. BTA) relating to a series C share.

³ As per the day of this notice, the share's quotient value is SEK 0.10.



The repurchase of own shares is an integrated part of the hedging arrangements for the Program. The reason for the proposed authorization to repurchase own shares is for the Company to be able to fulfil its obligations pursuant to the Program in a cost effective manner.

Resolution on transfer of own common shares to Participants in the Program (Item 9 (B) (III))

The Board of Directors proposes that the shares issued and repurchased in accordance with item 9 B (I) and (II) (together with such own shares already held by the Company), after being converted into common shares, may be transferred to the Participants of the Program.

Resolution on transfers of the Company's own common shares to Program Participants shall be made on the following terms.

- Transfer of shares may only be made of common shares in the Company, whereby a maximum of 370,000 common shares in the Company may be transferred free of charge to Program Participants.
- Right to purchase common shares in the Company free of charge shall – with deviation from the shareholders' pre-emptive rights – be granted to the Participants in the Program.
- Transfers of common shares in the Company shall be made free of charge at the time and on the other terms that the Program Participants are entitled to be allotted shares.
- The number of common shares in the Company that may be transferred under the Program will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events.

Entering into an equity swap agreement with a third party (Item 9 (C))

Should the majority required under item 9 (B) above not be reached, the Board of Directors proposes that the General Meeting resolves that the expected financial exposure of the Program shall be hedged by the Company by entering into an equity swap agreement with a third party on terms in accordance with market conditions, whereby the third party in its own name shall be entitled to acquire and transfer common shares in the Company to the Participants of the Program.

Resolution to allow Peter Wolpert as participant in the Program (Item 9 (D))

It is noted that, as a general rule, it is not considered good practice in the Swedish stock market to allow board members to participate in incentive programs of this type. A special reason that legitimizes a departure from the main rule is that the board member is a working board member and thus equals an employee. For this reason, the Board of Directors proposes that the General Meeting resolves to allow Peter Wolpert to participate in the Program.

Conditions

The General Meeting's resolution on the implementation of LTI 2020 according to item 9 (A) above is conditional upon the meeting either resolving in accordance with the Board of Directors' proposal under item 9 (B) above or in accordance with the Board of Directors' proposal under item 9 (C).

Majority requirements

The General Meeting's resolutions according to items 9 (A) and 9 (D) above require a simple majority among the votes cast. A valid resolution under item 9 (B) above requires that shareholders representing not less than nine-tenths of the votes cast as well as of the shares represented at the meeting approve the resolution. A valid resolution under item 9 (C) above requires a simple majority among the votes cast.

The issue, repurchase and the transfer of common shares in the Company form part of the proposed Program. Therefore, and in light of the above, the Board of Directors considers it benefit for the Company and the shareholders to offer the Program's Participants the opportunity to become shareholders in the Company.

For the purpose of minimizing the Company's costs for the Program, the subscription price has been set at the quotient value of the share.



Information at the Extraordinary General Meeting

Shareholders may request that the Board of Directors and the Chief Executive Officer provide information regarding circumstances that may affect the assessment of an item on the agenda for the Extraordinary General Meeting, and circumstances that can affect the assessment of the Company's financial position. The Board of Directors and the Chief Executive Officer shall provide such information at the Extraordinary General Meeting if they believe that it can be done without material harm to the Company. Shareholders wishing to submit questions in advance may send them to Moberg Pharma AB (publ), att. Malin Nilsson, Gustavslundsvägen 42, 5 tr, 167 51 Bromma, Sweden, or by e-mail to malin.nilsson@mobergpharma.se.

Documents

Forms of power of attorney will be available for shareholders at the Company and on the Company's website www.mobergpharma.se, at the latest on Tuesday, 7 April 2020. Documents according to the Companies Act will be available for shareholders at the Company and on the Company's website as above, no later than three weeks before the Extraordinary General Meeting. All of these documents will also, without charge, be sent to shareholders who so request and state their address. The documents will also be available at the Extraordinary General Meeting.

Processing of personal data

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in March 2020

Moberg Pharma AB (publ)

The Board of Directors

The information was submitted for publication 8.30 a.m. (CET) on 27 March 2020.