

**NOTICE TO ATTEND THE ANNUAL GENERAL MEETING OF QUIAPEG  
PHARMACEUTICALS HOLDING AB**

The shareholders of QuiaPEG Pharmaceuticals Holding AB, org.nr 556658-0196, are hereby given notice to attend the Annual General Meeting to be held on June 29, 2018 10:00 a.m. at MAQS Advokatbyrå, Mäster Samuelsgatan 20 in Stockholm. Registration to the annual general meeting starts at 09:30 a.m.

**Notice of participation**

Any shareholder wishing to participate at the Annual General Meeting must:

- be entered in the share register maintained by Euroclear Sweden AB (previously VPC AB) as per June 22, 2018,
- provide notice of intention to attend in writing to QuiaPEG Pharmaceuticals Holding AB "QuiaPEG årsstämma 2018", Virdings Allé 32 B, 754 54 Uppsala or via email to [info@quiapeg.com](mailto:info@quiapeg.com) by June 22, 2018.

The notice must include the shareholder's name, address telephone number, personal identification number or company registration number as well as the number of assistants.

In order to be entitled to participate at the Annual General Meeting, shareholders who have caused their shares to be registered with a nominee must request that they be temporarily registered in their own name in the shareholders' register maintained by Euroclear Sweden AB. The shareholder should provide notice to the nominee thereof in due time so that registration in the share register has taken place by June 22, 2018.

Shareholders who wish to be represented by a proxy must issue a dated proxy form for the proxy. Proxy forms may be obtained through the company and are available on the company's website, [www.quiapeg.com](http://www.quiapeg.com). The proxy should be submitted in original to the company at the above-stated address in due time prior to the meeting. Representatives of legal entities must include a copy of the current certificate of registration or other applicable document.

## **Business**

### Proposal for the agenda

- 1) Opening of the meeting;
- 2) Election of a chairman of the Annual General Meeting;
- 3) Preparation and approval of the voting register;
- 4) Election of one or two persons to attest the minutes;
- 5) Determination of whether the annual general meeting was duly convened;
- 6) Resolution regarding introduction of an incentive program through issue of warrants to subsidiary and approval of transfer;
- 7) Resolution authorizing the board of directors, or a party appointed by the board of directors in its stead, to effect any minor adjustments in resolutions adopted by the annual general meeting, which can prove necessary for registration of resolutions with The Swedish Companies Registration Office and Euroclear Sweden AB;
- 8) Closing of the meeting.

## **Proposals for resolutions**

### 2. Election of a chairman for the shareholders meeting

Attorney Johan Engström is proposed as the chairman of the Annual General Meeting.

### 7. Resolution regarding issue of warrants

The board of directors propose that the annual general meeting adopt a resolution regarding a directed issue of a maximum of 1 000 000 warrants entitling to subscription of shares in the company.

The right to subscription shall, with deviation from the shareholders' pre-emption rights, only be provided to the wholly-owned subsidiary QuiaPEG Pharmaceuticals AB, corp. i.d. no. 556694-6140 (the "**Subsidiary**"). After subscription the Subsidiary shall have the right and obligation to, according to instructions from the board of directors, transfer the warrants to senior management and other key persons in the company or its subsidiaries in accordance with that which is stated below. The warrants are provided to the Subsidiary without consideration. Subscription of the warrants shall take place directly in the minutes taken at the extraordinary shareholders' meeting.

Each warrant shall entitle the holder to subscribe, during the period July 1, 2022 up to and including July 31, 2022, for one new share in the company. The subscription price for one share upon the exercise of a warrant shall be calculated as follows.

The average market price of the company's share during the period June 18, 2018 up to and including June 29, 2018 \* 2.0.

Shares which are subscribed for upon exercise of the warrants shall entitle the holder to participate in dividends for the first time during the financial year in which the shares are subscribed for.

Upon full subscription and exercise of all warrants, the company's share capital will increase by SEK 900 000 (quota value SEK 0.90/ share) broken down into 1 000,000 shares corresponding to a dilution effect of approximately 3.5 per cent of the number of shares and votes with consideration taken to full exercise of all outstanding warrants in the company. The dilution effect has been calculated by dividing the number of warrants with the total of all of the company's outstanding shares and the number of shares that outstanding warrants can generate.

The reason for deviation from the shareholders' pre-emption rights is that the board of directors wishes to promote the company's long-term interests by offering senior management and other key persons the possibility to participate in an incentive program, which provides them with an opportunity to participate in the growth in value of the company and is a component in the company's potential of retaining senior management and key persons. This is anticipated to increase the commitment of senior management and key persons to the business operations. It is the board of directors' judgement that it is urgent to provide senior management and key persons with increased ownership commitment, which is expected to result in positive effects on the company's continued development and therewith be good for the company and its shareholders.

In addition, the board of directors proposes that the general meeting resolve to approve the transfer by the Subsidiary of the above-mentioned warrants to senior management and other key persons in the company and its subsidiaries, or to otherwise dispose of the options in order to perform the company's undertakings as a consequence of the above-mentioned warrants program.

The warrants shall be completely transferable. However, the applicable provisions for purchase of warrants is that the purchaser enters into a pre-emption and redemption agreement with the company, which entails that if the subscriber's employment in the group of companies is terminated, the company or the Subsidiary shall have the right, but not obligation to redeem the warrants at the calculated applicable market value. The agreement shall also include a right, but not obligation, for the company or Subsidiary to pre-emptive warrant if the shareholder wishes to transfer it.

In addition, the board of directors proposes that the general meeting resolve to approve the transfer by the Subsidiary of the above-mentioned warrants to senior management and

other key persons in the company and its subsidiaries, or to otherwise dispose of the warrants in order to perform the company's undertakings as a consequence of the above-mentioned warrants program.

Payment for the warrants in conjunction with transfer by the Subsidiary to senior management or key persons shall be made on market terms as established upon application of the Black & Scholes option valuation model. Taking into consideration the fact that the warrants will be transferred at a calculated market price, it is not anticipated that the incentive program will entail any costs other than certain minor costs for preparation and administration of the program.

Resolutions pursuant to the above require the support of shareholders representing 9/10 of both the votes cast as well as the shares represented at the general meeting.

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

At the time of this notice, the total number of shares in the company amounts to 28 640 855. The total number of votes amounts to 28 640 855. The company holds no treasury shares.

### **Information**

The board of directors and the President shall, if requested by the shareholders, provide such information regarding circumstances that can have an effect on assessment of a matter on the agenda as well as on the company's financial situation, where the board of directors is of the opinion that such can take place without material prejudice to the company.

### **Documentation**

The board of directors' resolution according to item 7 as well as all other documentation that must be available pursuant to law will be made available to shareholders at the company's office and on the company's website [www.quiapeg.com](http://www.quiapeg.com) from and including June 15, 2018. Copies of the documentation will be sent, free of charge, to any shareholders who request such from the company and provide their address.

**Stockholm in June 2018**  
**QuiaPEG Pharmaceuticals Holding AB**  
**The Board of Directors**