



## Announcement

### Notice convening Extraordinary General Meeting in NeuroSearch A/S

Pursuant to Articles 10 and 16 of the Articles of Association, notice is hereby given of the Extraordinary General Meeting to be held on

**Monday, 3 May 2010 at 1.00 p.m.**

at the company's premises, Pederstrupvej 93, DK-2750 Ballerup. The agenda of the meeting is as follows (for the complete wording of the proposals reference is made to the items indicated in the notice to the Annual General Meeting):

1. Proposals by the Board of Directors or shareholders:

- A. The Board of Directors proposes that Article 2 of the Articles of Association regarding the registered address of the company be cancelled, cf. item 6.A in the notice to the Annual General Meeting,
- B. The Board of Directors proposes that all statements of "aktiebog" (Danish for company's register of shareholders) in the Articles of Association be replaced with "ejerbog" (other Danish word for the company's register of shareholders due to the new Danish Companies Act) cf. item 6.B in the notice to the Annual General Meeting,
- C. The Board of Directors proposes that Article 5 of the Articles of Association be replaced by a new Article 5 authorising the Board of Directors to increase the company's share capital during the period ending on 28.04.2015 in one or more issues of a total nominal sum of up to DKK 97,500,000 (4,875,000 shares of DKK 20 each), cf. item 6.C in the notice to the Annual General Meeting,
- D. The Board of Directors proposes that a new Article 5a is inserted in the Articles of Association authorising the Board of Directors to issue warrants to the company's and its subsidiaries' employees, members of the Board of Directors and members of the Executive Management entitling the holders to subscribe for shares of the total nominal value of DKK 14,000,000 (700,000 shares of DKK 20 each), cf. item 6.D in the notice to the Annual General Meeting,
- E. The Board of Directors proposes that Article 5k of the Articles of Association be replaced by a new Article 5k authorising the Board of Directors to raise loans of up to DKK 750,000,000 against issuance of convertible bonds which can be converted into a total nominal amount of up to DKK 97,500,000 (4,875,000 shares of DKK 20 each), cf. item 6.E in the notice to the Annual General Meeting,
- F. The keeper of the company's register of shareholders has changed its name from I-NVESTOR DANMARK A/S to Computershare A/S. Consequently the Board of Directors proposes that Article 8 is amended, cf. item 6.F in the notice to the Annual General Meeting,
- G. The Board of Directors proposes that Articles 14(4) (deadline for minutes of the general meeting), 15 (deadline for submitting votes by letter) 16(2) (the removal of the requirement concerning quorum when deciding on changes to the Articles of Association)



and 18a (guidelines for incentive payments) of the Articles of Association are amended, cf. items 6.H and 6.I in the notice to the Annual General Meeting,

- H. The Board of Directors proposes that Board of Directors is authorised to re-number the articles in the Articles of Association, cf. item 6.J in the notice to the Annual General Meeting.

## 2. Any other business

The proposed resolutions under item 1 are made on the condition that they were adopted at the company's Annual General Meeting on 28 April 2010 by more than two-thirds of all votes cast and of the voting share capital represented at the Annual General Meeting. However, since less than one half of the share capital was represented at the meeting the resolution could not be finally adopted. Pursuant to Article 16 of the company's Articles of Association, resolutions passed by no less than two-thirds of the votes cast and of the voting share capital represented at the Annual General Meeting can be finally adopted, if the resolutions are passed by no less than two-third of both the votes cast and of the voting share capital represented at an Extraordinary General Meeting. The proposed resolutions under item 1, above, shall consequently be subject to the proposed resolutions being adopted by no less than two-thirds of all votes cast and of the voting share capital represented at the this Extraordinary General Meeting.

The share capital of NeuroSearch A/S is nominally DKK 491,078,940 (24,553,947 shares of DKK 20 each). Each share of DKK 1 carries one vote.

Any shareholder is entitled to vote on the shares held by the shareholder at the record date when the ownership of these shares is notified to the keeper of the company's register of shareholders no later than Monday, 26 April 2010. The record date is one week before the general meeting. In order to attend the Extraordinary General Meeting the shareholder must request admission card via the company's website, [www.neurosearch.com](http://www.neurosearch.com), from NeuroSearch A/S, Pederstrupvej 93, DK-2750 Ballerup (telephone: +45 4460 8000, [ns@neurosearch.dk](mailto:ns@neurosearch.dk)) or from Computershare A/S, Kongevejen 418, DK-2840 Holte (telefax: +45 4546 0998) no later than Friday, 30 April 2010.

Shareholders who are unable to attend the Extraordinary General Meeting may issue a proxy to the Board of Directors or to a third party directly via [www.neurosearch.com](http://www.neurosearch.com). The shareholders may also vote by letter, cf. the Danish Companies Act Article 104(2). The proxy form and the form to be used when voting by letter may be printed from the website or be requested from NeuroSearch A/S. Signed and dated proxies or letters must be received by Computershare A/S no later than Friday, 30 April 2010.

The company will publish the documents to be presented at the general meeting including the agenda of the meeting and the complete proposals on the corporate website no later than Monday, 12 April 2010.

Thomas Hofman-Bang  
Chairman of the Board of Directors

### Contact persons:

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**About NeuroSearch – Company profile**

NeuroSearch (NEUR) is a Scandinavian biopharmaceutical company listed on NASDAQ OMX Copenhagen A/S. The core business of the company covers the development of novel pharmaceutical agents, based on a broad and well-established drug discovery platform, focusing on ion channels and central nervous system (CNS) disorders. A substantial share of the activities is partner financed through strategic alliances with Janssen Pharmaceutica, Eli Lilly and Company and GlaxoSmithKline, and licence collaboration with Abbott. The drug pipeline comprises eight clinical (Phase I-III) development programmes: Huntexil® (pridopidine) for Huntington's disease (Phase III), tesofensine for obesity (ready for Phase III), ABT-894 for ADHD (Phase II) in partnership with Abbott, ACR343 for schizophrenia (ready for Phase II), ACR325 to treat dyskinesias in Parkinson's disease (Phase Ib), ABT-560 for the treatment of cognitive dysfunctions (Phase I) in collaboration with Abbott, NSD-788 for anxiety/depression (Phase I) and NSD-721 for social anxiety disorder (Phase I) in partnership with GSK. In addition, NeuroSearch has a broad portfolio of preclinical drug candidates and holds equity interests in several biotech companies.

