



## Company announcement

4 March 2014

### Notice convening the Annual General Meeting of NeuroSearch A/S

Pursuant to Articles 8 and 9 of the Articles of Association, notice is hereby given of the Annual General Meeting to be held on

**Wednesday, 26 March 2014 at 4.00 pm**

at PricewaterhouseCoopers, Strandvejen 44, DK-2900 Hellerup, Copenhagen with the following agenda:

1. The Board of Director's report on the company's activities during the past year
2. Presentation and adoption of the Annual Report 2013
3. The Board of Director's proposed resolution on the distribution of profits and losses as recorded in the Annual Report as adopted
4. Election of members to the Board of Directors

Pursuant to Article 14 of the Articles of Association, all Board members elected by the general meeting are up for election. The Board of Directors proposes that all Board members be re-elected.

Information about the nominated candidates is enclosed to this notice and is also available at the company's website ([www.neurosearch.com](http://www.neurosearch.com)).

5. Election of auditor(s)

Pursuant to Article 18 of the Articles of Association, the auditor elected by the general meeting is up for election. The Board of Directors proposes that the auditor be re-elected.

6. Proposal by the Board of Directors or shareholders:

**A.** The Board of Directors requests the general meeting to authorise the company during the period until the next Annual General Meeting to purchase its own shares up to a total nominal value of DKK 2,455,394 (corresponding to 10% of the company's share capital). The payment must not differ by more than 10% from the bid price quoted on NASDAQ OMX Copenhagen A/S at the time of the purchase.

**B.** The Board of Directors proposes that members of the Board in the current financial year receive a base fee of DKK 250,000, however, in the same period, the Chairman of the Board of Directors shall receive a remuneration of DKK 500,000.

- C.** Proposal to adopt a resolution on electronic means of communication

The Board of Directors proposes that the General Meeting passes a resolution on electronic means of communication enabling the company and its shareholders to exchange documents electronically and communicate by email. Therefore, the Board of Directors proposes that a new article with the following wording authorising the use of electronic communication between the company and the shareholders is inserted as a new Article 20:



## "ELECTRONIC COMMUNICATION BETWEEN THE COMPANY AND SHAREHOLDERS

### Article 20

All communication from the company to each individual shareholder shall take place by electronic means by email and general meeting convening notices shall be accessible to the shareholders on the company's website, [www.neurosearch.com](http://www.neurosearch.com), unless otherwise provided for by law. The company may, however, in any given situation choose to communicate to its shareholders by regular mail as an alternative to electronic communication.

The company shall request its shareholders to provide an email address to which notices, etc., may be sent. The shareholders shall be responsible for ensuring that the company has the correct electronic contact information at all times.

All communication from the shareholders to the company shall take place by electronic means by email to the email address [ns@neurosearch.com](mailto:ns@neurosearch.com).

Further information about the system requirements and the procedure for electronic communication is available to the shareholders on the company's website, [www.neurosearch.com](http://www.neurosearch.com) – InvestorPortal."

Furthermore, as a consequence of the proposal to use electronic communication between the company and its shareholders, the Board of Directors proposes to amend Article 8(4) of the company's Articles of Association to the following:

"General meetings shall be advertised on the corporate website ([www.neurosearch.com](http://www.neurosearch.com)) and in the computer information system of the Danish Business Authority (Erhvervsstyrelsen). Furthermore, all shareholders registered in the company's register of shareholders, who have so requested, shall be convened in writing via email. The convening notice sent by email to shareholders on request may direct the shareholder to the company's website ([www.neurosearch.com](http://www.neurosearch.com)) for further information and access to the documents listed in Article 8(6)."

### 7. Any other business

#### **Requirements for adoption**

Adoption by the general meeting of item 1, 2, 3, 4, 5, 6A and 6B of the agenda requires simple majority, cf. Article 13(1) of the Articles of Association.

Adoption of the proposal referred to in item 6C of the agenda requires the affirmative votes of at least two-thirds of the votes cast as well as at least two-thirds of the votes represented at the General Meeting, cf. Article 13(2).

#### **Share capital and voting rights**

The share capital of NeuroSearch A/S is nominally 24,553,947 distributed on 24,553,947 shares of DKK 1. Each share of DKK 1 carries 20 votes.

#### **Registration date**

A shareholder's right to participate in the Annual General Meeting and to cast votes is determined in accordance with the number of shares held by such shareholder on Wednesday, 19 March 2014 (the registration date). The shares held by each shareholder are determined on the registration date on the basis of the shareholdings registered in the share register and in accordance with any notices on shareholdings received, but not yet registered, by the company in the share register.



### **Admission card**

Pursuant to Article 12 of the Articles of Association, all shareholders who wish to attend the Annual General Meeting must order admission cards via the company's website, [www.neurosearch.com](http://www.neurosearch.com), from NeuroSearch A/S, Strandvejen 60, DK-2900 Hellerup, Ms Anita Milland (telephone: +45 4460 8000 or email: [ns@neurosearch.com](mailto:ns@neurosearch.com)) or from VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S (telephone: +45 4358 8866 or +45 4358 8893 or email: [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk)) no later than Friday, 21 March 2014.

### **Proxy**

Shareholders who are unable to attend the Annual 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 proxy form may also be printed from the website ([www.neurosearch.com](http://www.neurosearch.com)) or be requested from NeuroSearch A/S. Signed and dated proxies must be received by VP Investor Services A/S no later than Friday, 21 March 2014.

### **Vote by post**

Shareholders may also vote by post. A form for voting by post can be printed from the company's website ([www.neurosearch.com](http://www.neurosearch.com)) or be requested from NeuroSearch A/S. Signed and dated vote by post must be received by VP Investor Services A/S no later than Friday, 21 March 2014. Once a vote by post has been received by VP Investor Services A/S, the vote cannot be revoked by the shareholder.

### **Documents**

As of today the following documents are available at the company's website ([www.neurosearch.com](http://www.neurosearch.com)):

- The notice convening the Annual General Meeting including the complete proposals
- The documents to be presented at the Annual General Meeting, including the latest audited annual report
- Forms for authorising a proxy or vote by post

### **Right to ask questions**

At the Annual General Meeting, the Board of Directors will answer questions from the shareholders regarding issues relating to the review of the Annual Report, the condition of the company and other questions for consideration at the Annual General Meeting.

The Board of Directors

### **Contact person**

Allan Andersen, CEO, mobile phone +45 4016 3864.

### **About NeuroSearch**

NeuroSearch A/S (NEUR) is listed on NASDAQ OMX Copenhagen A/S.



## Candidates for the Board of Directors of NeuroSearch A/S

### **Karin Garre**

Danish citizen, born 1957.

Position: Executive Head, Psychiatric Center of Copenhagen.

Member of the Board of Directors since December 2013 and Chairman of the Board of Directors since December 2013.

Special competencies: Karin Garre is a Medical Doctor and has more than 20 years of wide executive experience from the pharmaceutical industry and she has non-executive experience from, inter alia, StemCare A/S and LTC A/S. Karin Garre has previously held positions as Chief Development Officer and Executive Vice President in NeuroSearch A/S.

### **Allan Andersen**

Danish citizen, born 1945.

Position: CEO, AA Consult ApS and CEO, NeuroSearch A/S.

Member of the Board of Directors since May 1989, chairman of the Board of Directors from January to November 2013.

Allan Andersen is not considered an independent Board member in accordance with the corporate governance recommendations as he has been a member of the Board of Directors for more than 12 years.

CEO of NeuroSearch A/S since 1 December 2013, Chairman of the Board of Directors of Nordicom A/S, member of the Board of Directors of NsGene A/S, Executive Director of AA Consult ApS, Executive Director of Allan Consulting EOOD, Executive Director of AA Construction EOOD and Executive Director of Jeravna Development OOD.

Special competencies: Allan Andersen holds more than 30 years of broad experience from different company Boards and has extensive financial knowledge as well as shareholder experience from the biotech industry.

### **Christian Lundgren**

Danish citizen, born 1966.

Position: Attorney-at-law and Partner at the law firm Kromann Reumert.

Member of the Board of Directors since January 2013.

Christian Lundgren is not considered an independent Board member in accordance with the corporate governance recommendations as he and Kromann Reumert are regularly engaged as the Company's lawyer.

Member of the Board of Directors of Det Nissenske Familiefond.

Special competencies: Christian Lundgren holds many years of experience within counselling, restructuring and other transactions relating to listed companies and has intensive knowledge of the biotech business.