# **NEWS RELEASE**

NeuroVive Pharmaceutical AB (publ) 556595-6538

30 March, 2015



# NeuroVive Pharmaceutical AB (publ): report from AGM

NeuroVive Pharmaceutical AB (publ) held its Annual General Meeting (AGM) yesterday, 30 March 2015. A summary of the resolutions follows. All resolutions were passed with the required majority.

# Adoption and appropriation of profits

The Meeting resolved to adopt the presented Income Statement and Balance Sheet, and the Consolidated Income Statement and Consolidated Balance Sheet. The Meeting also resolved to appropriate the company's profit or loss in accordance with the Board of Directors' proposal in the Annual Accounts. Additionally, the Meeting resolved that no dividend is paid for the financial year 2014.

### Discharge from liability

The AGM resolved to discharge the Board members and Chief Executive Officer from liability.

### Fees

The Meeting resolved that fees to Board members not employed by NeuroVive but elected by the AGM, and members of the Board of Directors' various Committees not employed by NeuroVive, shall be payable as follows:

SEK 300,000 to the Chair of the Board;

SEK 150,000 each to other Board members;

SEK 100,000 to the Chair of the Audit Committee;

SEK 50,000 each to other members of the Audit Committee;

SEK 40,000 to the Chair of the Remuneration Committee;

SEK 20,000 each to other members of the Remuneration Committee.

The Meeting also resolved that as in the previous year, auditors' fees are payable in accordance with approved account, on the customary debiting terms. No fees should be payable to Nomination Committee members.

### The Board

Greg Batcheller, Arne Ferstad, Marcus Keep, Helena Levander, Helmuth von Moltke, Boel Flodgren and Anna Malm Bernsten were re-elected Board members. Fredrik Olsson was new-elected Board member. Greg Batcheller was re-elected as Chair of the Board.

# **Guidelines for remuneration for senior executives**

The AGM resolved on guidelines for remuneration for senior executives in accordance with the proposal, see item 12 in the Invitation to the AGM, published on 25 February 2015. Primarily, the guidelines for remuneration and other terms of employment for management imply that the company shall offer its senior executives market compensation, that compensation shall be subject to consultation by a dedicated Remuneration Committee within the Board of Directors, that the relevant criteria shall consist of the senior executive's responsibility, role, competence and position. Remuneration to senior executives is decided by the Board of Directors, excluding any Board members that are in a position of dependency to the company and management. These guidelines should be applied to new agreements, or amendments to existing agreements reached with senior executives after the guidelines are adopted, and until new, or revised guidelines are set. What is stipulated for NeuroVive applies also to the group, where applicable.

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### **Guidelines for the Nomination Committee**

The AGM resolved that the work of the Nomination Committee for the AGM 2016 should be conducted in accordance with the proposal, see item 13 in the invitation to the AGM published on 25 February 2015. Basically, the guidelines imply that the nomination committee should consist of one member of each of the three largest shareholders based on the shareholder statistics from EuroClear Sweden AB as of June 30 2015. The Chair of the Nomination Committee shall be that member appointed by the largest shareholder in terms of the number of votes.

Information on the members of the Nomination Committee and the shareholders they represent should be published in press releases by no later than six months prior to the following AGM.

### Authorization for the Board of Directors to decide on the new issue of shares

The Meeting resolved to authorize the Board of Directors to decide on the new issue of shares, with or without waiving the preferential rights of shareholders on one or more occasions in the period until the next Annual General Meeting.

The number of shares issued through this authorization may correspond to an increase of share capital of a maximum of fifteen per cent (15%) of the total share capital of the Company at the time of the Annual General Meeting 2015.

Share issues should be at market subscription price, subject to reservation for a market discount where applicable, and apart from cash, payment may be as assets contributed in kind or through offset, or subject to other terms and conditions.

A new share issue decided with this authorization should be conducted with the aim of raising working capital for the Company. If the Board of Directors decides on a share issue waiving shareholders' preferential rights, the reason should be to raise working capital for the Company and/or for new owners of strategic significance to the Company and/or acquisitions of other companies or operations.

For validity, resolutions require the proposal to be supported by shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

# **About NeuroVive**

NeuroVive Pharmaceutical AB (publ), the mitochondrial medicine company, is developing a portfolio of products to treat acute cardiovascular and neurological conditions through mitochondrial protection. These medical conditions are characterized by a pressing medical need and have no approved pharmaceutical treatment options at present. NeuroVive's products CicloMulsion® (myocardial infarct) and NeuroSTAT® (traumatic brain injury) are currently being evaluated in phase III and phase II studies, respectively. NeuroVive's research programs also include products for the treatment of brain cell injury in stroke patients, and drug candidates for cellular protection and treating mitochondria-related energy regulation diseases. NeuroVive's shares are listed on Nasdaq Stockholm, Sweden.

## For more information, please contact the chair of the board:

Greg Batcheller, CEO, Tel: +46 (0) 73 391 9608, e-mail: greg.batcheller@neurovive.se

# For Investor Relations and media questions, please contact:

Ingmar Rentzhog, Laika Consulting, Tel: +46 (0)46 275 62 21 or ir@neurovive.se It is also possible to arrange an interview with NeuroVive's CEO Mikael Brönnegård or COO Jan Nilsson at the above contact.

### **NeuroVive Pharmaceutical AB (publ)**

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NeuroVive Pharmaceutical AB (publ) is required to publish the information in this news release under The Swedish Securities Market Act. The information was submitted for publication on 30 March, 2015, at 5.30 p.m. CET.