

Company Announcement no. 16 /2016

To: NASDAQ OMX Copenhagen A/S

Hørsholm, Denmark, 1 July 2016

### **Notice to Convene Extraordinary General Meeting**

The board of directors of Veloxis Pharmaceuticals A/S, CVR no. 26 52 77 67 (the "Company"), hereby convenes an extraordinary general meeting in the Company to be held on

**Tuesday 26 July 2016 at 1 pm.**

at the offices of Plesner Law Firm, Amerika Plads 37, 2100 Copenhagen, Denmark.

#### **Agenda**

- 1 Election of members of the board of directors
- 2 The board of directors' report on the financial situation of the Company following loss of share capital
- 3 Proposal from the board of directors on authorization of the chairman of the extraordinary general meeting

#### **Complete proposals**

##### *Re item 1:*

The board of directors proposes that the following persons are elected as members of the board of directors:

- Paul Kevin Wotton
- Robert Samuel Radie
- Lars Kåre Viksmoen

For a description of the qualifications of the nominated candidates, see [Exhibit 1](#) to the notice.

##### *Re item 2:*

In February 2016 it was established that the Company's equity represented less than half of the subscribed share capital.

According to Section 119 of the Danish Companies Act, the management of the Company must report on the financial situation of the Company no later than six months after such loss of share capital has been established.

The board of directors will give its report on the financial situation of the Company, including an account of the cause of the loss of share capital and the outlook for the Company's operations going forward, and propose measures that should be taken, if any.

*Re item 3:*

The board of directors proposes that the chairman of the extraordinary general meeting, with full right of substitution, be authorized to file the resolutions passed by the general meeting for registration with the Danish Business Authority and to make such alterations or amendments as the Danish Business Authority may require for registration.

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### **Language**

In accordance with article 8 of the articles of association the general meeting is held in English without simultaneous interpretation.

### **Majority requirements**

The following majority requirements apply to the resolutions:

The resolutions under items 1 and 3 are adopted by a simple majority of votes.

### **General information**

The share capital of the Company amounts to nominally DKK 169,907,388.10. The nominal amount of each share is DKK 0.1. Each share of DKK 0.1 carries one vote at the general meeting.

The shareholders may exercise their financial rights through their own depository bank.

### **The website of the Company**

Further information concerning the general meeting will be available from 1 July 2016 to 26 July 2016 on the website of the Company, [www.veloxis.com](http://www.veloxis.com), including the total number of shares and voting rights on the date of the notice, the notice with the agenda and the complete proposals, proxy form, postal vote form and the registration form to be used for ordering admission cards.

### **Publication of notice**

The notice has been forwarded to the shareholders registered in the register of shareholders of the Company who have made such request and made public at the Company's website.

## Questions

Shareholders may ask questions concerning the agenda and the rest of the material for the purpose of the general meeting both before and during the actual general meeting.

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In order to attend the general meeting and to vote the following applies:

### **Date of registration**

The shareholders' right to vote at the general meeting, or to vote by post in relation to the shareholders' shares, is determined on the basis of the shares held by the shareholders on the date of registration.

The date of registration is Tuesday 19 July 2016.

Only persons who are shareholders in the Company on the date of registration, i.e. on Tuesday 19 July 2016, may attend and vote at the general meeting. However, see below regarding the shareholders' request for admission card in due time.

When the date of registration expires, the shares held by each shareholder of the Company on the date of registration will be calculated. The calculation is based on the registration of shares in the register of shareholders as well as duly documented notifications to the Company of acquisition of shares which have not yet been registered in the register of shareholders but which have been received by the Company before the expiry of the date of registration.

Disposals or acquisitions of shares which take place in the period between the date of registration and the general meeting do not affect the right to vote at the general meeting or the right to vote by post in connection with the general meeting.

### **Admission card**

In order to be able to attend the general meeting the shareholder must order an admission card no later than Friday 22 July 2016 at 11.59 pm. CET. Admission cards can be ordered online via the shareholder portal on the Company's website [www.veloxis.com/agm.cfm](http://www.veloxis.com/agm.cfm) or via [www.computer-share.dk](http://www.computer-share.dk) by using NemID or username and password. Admission cards can also be ordered by submitting the registration form by regular mail to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark, by email (scanned copy) to [agm@computershare.dk](mailto:agm@computershare.dk), or by fax to +45 45 46 09 98. The registration form to be used when ordering admission cards is attached to the notice and is also available on the website of the Company, [www.veloxis.com](http://www.veloxis.com).

## **Proxy**

A shareholder may be represented at the general meeting by proxy. The shareholders who elect to appoint a proxy must submit a proxy form so that it has been received by the Company or Computershare A/S no later than Friday 22 July 2016 at 11:59 pm. CET. The proxy form can be submitted online via the shareholder portal on the Company's website [www.veloxis.com/agm.cfm](http://www.veloxis.com/agm.cfm) or via [www.computershare.dk](http://www.computershare.dk) by using NemID or username and password. The proxy form can also be submitted by regular mail to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark, by email (scanned copy) to [agm@computershare.dk](mailto:agm@computershare.dk), or by fax to +45 45 46 09 98. The proxy form to be used is attached to the notice and is also available on the website of the Company, [www.veloxis.com](http://www.veloxis.com).

## **Postal vote**

The shareholders may vote by post before the general meeting is held. The shareholders who elect to vote by post must submit their postal vote so that it has been received by the Company or Computershare A/S no later than Monday 25 July 2016 at 12 noon CET. The postal vote can be submitted online via the shareholder portal on the Company's website [www.veloxis.com/agm.cfm](http://www.veloxis.com/agm.cfm) or via [www.computershare.dk](http://www.computershare.dk) by using NemID or username and password. The postal vote can also be submitted by regular mail to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark, by email (scanned copy) to [agm@computershare.dk](mailto:agm@computershare.dk), or by fax to +45 45 46 09 98. The form to be used for voting by post is attached to the notice and is also available on the website of the Company, [www.veloxis.com](http://www.veloxis.com). A vote by post that has been received by Computershare A/S or the Company cannot be revoked. Please note that letters may be in the mail for several days.

## **For more information, please contact:**

Veloxis Pharmaceuticals A/S

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Exhibit 1

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**Paul Kevin Wotton**

Mr. Wotton has been president and CEO of Sigilon Inc. since May 2016. Further, currently occupies a position as member of the board of Vericel Corporation.

Mr. Wotton has previously held positions as Joint Chairman of Astellas Ocata Integration Office between February 2016 to May 2016, CEO and president of Ocata Therapeutics between July 2014 and January 2016 and CEO and President of Antares Pharma Inc. between June 2008 and June 2014.

Further in the period between March 2008 and 1985, Mr. Wotton has held positions with Topigen Pharmaceuticals Inc, SkyePharma PLC, Eurand International BV., PENWEST Pharmaceuticals Co., Abbot Laboratories, UK and Merck, Sharp and Dohme, UK.

Mr. Wotton has also held positions as member of the board of Genaera Corporation between 2008 and 2009 and chair of BIOTEC Canada Emerging Companies' Advisory Board between 2006 and 2008.

Mr. Wotton has a Master in Business Administration from Kingston Business School, UK, and a Ph.D., from the University of Nottingham, UK.

Mr. Wotton will be an independent board member.

**Robert Samuel Radie**

Mr. Radie has been president, chief executive officer and member of Egalet Corporation's board of directors since March 2012. Further, Mr. Radie currently occupies positions as member of the board of directors of Paratek Pharmaceuticals, Pennsylvania BIO and Horse Power For Life.

Prior to this Mr. Radie was director of Affinium Pharmaceuticals, Ltd. between July 2012 to April 2014. Mr. Radie has previously also held positions as president and CEO of Topaz Pharmaceuticals Inc. between November 2010 to October 2011, and president and CEO of TransMolecular Inc between March 2009 and November 2010.

Finally, Mr. Radie has also held a position as Chief Business Officer of Prestwick Pharmaceuticals, Inc. and Morphotek, Inc., a position as SVP Corporate Strategy and Business Development of Vicuron Pharmaceuticals, Inc. and a position as Senior Management of Eli Lilly and Company.

Mr. Radie has a Bachelor of Science in Chemistry from Boston College, MA, United States of America.

Mr. Radie will be an independent board member.

**Lars Kåre Viksmoen**

Mr. Viksmoen has been Special Advisor to the Board Strategy Committee of GN Store Nord A/S since January 2015.

Mr. Viksmoen has previously held positions as president and CEO of GN ReSound A/S from April 2010 to August 2014 and CEO of Biotec Pharmacon ASA between October 2006 and March 2010.

Further, in the period between 1986 to 2006 Mr. Viksmoen held several different positions with Merck & Co Inc. (Merck, Sharp & Dohme) such as Regional Director, Vice President and Managing Director.

Mr. Viksmoen is a medical doctor educated at the Medical Faculty of the University of Oslo, Norway.

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Mr. Viksmoen will be an independent board member.

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