

**NOTICE TO CONVENE HERANTIS PHARMA PLC'S ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Shareholders of Herantis Pharma Plc are invited to attend the Annual General Meeting of the Company on Tuesday, April 11, 2017, commencing at 13.00 p.m. (EET) at Helsinki University's Viikki Biocenter, auditorium 2041, at the address of Biokeskus 2, Viikinkaari 5, Helsinki, Finland. There are a limited number of parking spaces in the area. The reception of participants and the distribution of voting tickets will commence at 12.30 p.m.

***A Matters on the agenda of the General Meeting of Shareholders***

At the General Meeting of Shareholders, the following matters will be considered:

- 1 **OPENING OF THE MEETING**
- 2 **CALLING THE MEETING TO ORDER**
- 3 **ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**
- 4 **RECORDING THE LEGALITY OF THE MEETING**
- 5 **RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**
- 6 **PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2016**

Review by the CEO

- 7 **ADOPTION OF THE ANNUAL ACCOUNTS**
- 8 **PROFIT / LOSS FOR THE FINANCIAL YEAR**

The Board of Directors proposes to the Annual General Meeting of Shareholders that no dividend be paid for the financial year 1 January – 31 December 2016 and that the loss for the financial year shall be entered in the account for profit and loss.

- 9 **RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY**
- 10 **RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND REIMBURSEMENT OF TRAVEL EXPENSES**

The shareholders of Herantis Pharma Plc, who together represent approximately 42.2 per cent of the Company's shares, have proposed that the remuneration of the Board of Directors remains unchanged and thus shall be as follows: The remuneration payable to the members of the Board of Directors shall be EUR 1,000 per month except for the Chairman of the Board who shall be paid EUR 2,000 monthly, and the board members shall also be eligible to subscribe to stock options of option program 2014 I, according to the rules of which the board members can be given stock options for each full 12 month period as a Board member. Board members are also reimbursed reasonable travel expenses related to Board of Director's duties.

**11 RESOLUTION ON THE REMUNERATION OF AUDITOR**

The Board of Directors proposes that the Auditor be paid reasonable remuneration in accordance with the invoice approved by the Company.

**12 ELECTION OF AUDITOR**

The Board of Directors proposes that the firm of authorized public accountants PricewaterhouseCoopers Oy, which has appointed APA Martin Grandell as responsible auditor, to be appointed as Auditor to serve for a term ending at the end of the next Annual General Meeting of Shareholders. The Auditor proposed herein has given its consent for the election.

**13 CLOSING OF THE MEETING**

***B Documents of the General Meeting of Shareholders***

The proposals of the Board of Directors and the proposal of the shareholders relating to the agenda of the General Meeting of Shareholders as well as this notice are available on Herantis Pharma Plc's website at [www.herantis.com](http://www.herantis.com). The annual report of Herantis Pharma Plc, including the Company's Annual Accounts, the report of the Board of Directors and the Auditor's report, is available on the abovementioned website no later than on 21 March, 2017. The proposals for the decisions on the matters on the agenda of the General Meeting of Shareholders and the Annual Accounts are also available at the Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the abovementioned website as from April 25, 2017 at the latest.

***C Instructions for the participants in the General Meeting of Shareholders***

**1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on 30 March, 2017 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the General Meeting of Shareholders. A shareholder, whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the General Meeting of Shareholders, must register for the meeting no later than April 6, 2017 at 10.00 a.m. by giving a prior notice of participation. Such notice can be given:

- (a) In the Internet at [herantis.com/AGM](http://herantis.com/AGM); or
- (b) by regular mail to Herantis Pharma Plc, "Annual General Meeting", Viikinkaari 4, 00790 Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address, telephone number and the name of a possible assistant or proxy representative. The personal data given to Herantis Pharma Plc is used only in connection with the General Meeting of Shareholders and with the processing of related registrations. If a shareholder omits to register for the meeting, this however, does not hinder a shareholder from attending the General Meeting of Shareholders.

## **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting, i.e. on 30 March, 2017, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by April 6, 2017 by 10 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the shareholders' register of the Company, the issuing of proxy documents and registration for the General Meeting of Shareholders from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary shareholders' register of the Company at the latest by the time stated above.

## **3. Proxy representative and powers of attorney**

A shareholder may participate in the General Meeting of Shareholders and exercise his/her rights at the Meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting of Shareholders.

When a shareholder participates in the General Meeting of Shareholders by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting of Shareholders.

Possible proxy documents should be delivered in originals to Herantis Pharma Plc, "Annual General Meeting", Viikinkaari 4, 00790 Helsinki, Finland before the last date for registration.

## **4. Other instructions and information**

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the Meeting.

On the date of this notice to the General Meeting of Shareholders, dated March 2, 2017, the total number of shares and votes in Herantis Pharma Plc is 4,118,305.

Helsinki, March 2, 2017

HERANTIS PHARMA PLC

The Board of Directors