

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

Shareholders of Herantis Pharma Plc are invited to attend an Extraordinary General Meeting of the Company on Tuesday, 12 March 2019, commencing at 13.00 (EET) at Taitotalon Kongressikeskus, at the address of Valimotie 8, Helsinki, Finland. Please note that there are a limited number of parking spaces in the area.

The reception of participants and the distribution of voting tickets will commence, and coffee will be served, at 12.30 pm.

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

At the Extraordinary 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 SCRUTINISE 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 **RESOLUTION ON THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS**

The Board of Directors proposes that the number of members of the Board of Directors is increased from five (5) to six (6).
- 7 **RESOLUTION ON THE ELECTION OF A NEW MEMBER OF THE BOARD OF DIRECTORS**

The Board of Directors proposes that, in accordance with her consent, Ingrid Heiman is elected to the Board of Directors as a new member. Ingrid Heiman is deemed to be independent of the Company and independent of any significant shareholders of the Company. Ingrid Heiman's brief biography can be found as an appendix to this notice.
- 8 **AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON ISSUING SHARES**

The Board of Directors proposes that the Extraordinary General Meeting of Shareholders authorise the Board of Directors to decide on the issuance of shares as follows:

The shares issued under the authorisation may be new shares or treasury shares. Under the authorisation, a maximum of 1,500,000 shares, which corresponds to approximately 30.5 percent of all of the shares in the Company, may be issued. The shares may be issued in one or more tranches.

Under the authorisation, shares may be issued for the purposes of financing the development necessary for the business of the Company such as activities related to preparations for the Phase 2 and Phase 3 clinical studies of CDNf and Lymfactivin, preclinical development of a non-invasive CDNf, strengthening the Company's capital structure, as well as for other purposes decided by the Board of Directors.

Under the authorisation, shares may also be issued, among others, to the members of the Board of Directors, the CEO or the employees of the Company. Under the authorisation, the Board of Directors may resolve upon issuing new shares to the Company itself. However, the Company, together with its subsidiaries, may not at any time hold more than 10 percent of all its registered shares.

The Board of Directors is authorised to resolve on all terms of the share issue. The Board of Directors is authorised to resolve on a directed share issue in deviation from the shareholders' pre-emptive rights, provided that there is a weighty financial reason for the Company to do so.

The proposed authorisation does not invalidate any earlier authorisations entitling the Board of Directors to decide on share issues or issues of special rights entitling to shares.

The authorisation is valid for five (5) years from the decision of the Extraordinary General Meeting of Shareholders.

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CLOSING OF THE MEETING

B Documents of the Extraordinary General Meeting of Shareholders

The proposal of the Board of Directors on the agenda of the Extraordinary General Meeting of Shareholders, this notice, the financial statements, report of the Board of Directors and the Auditor's report, the half year financial report 1 January–30 June 2018 as well as the Board of Directors' statement on events after the half year financial report that are material to the company will be put on display at the meeting and will be made available on Herantis Pharma Plc's website at www.herantis.com no later than one week prior to the meeting.

The minutes of the meeting will be available on the abovementioned website as from 26 March 2019 at the latest.

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

1. Shareholders registered in the shareholders' register

Each shareholder being registered on 28 February 2019 in the shareholders' register of the Company held by Euroclear Finland Ltd has the right to participate in the Extraordinary 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.

Shareholders wishing to participate in the Extraordinary General Meeting of Shareholders must register for the meeting no later than 7 March 2019 at 10.00 a.m. by giving a prior notice of participation. Such notice can be given:

- (a) on the internet at herantis.com/EGM; or
- (b) by regular mail to Herantis Plc, "Extraordinary General Meeting", Bertel Jungin Aukio 1, 02600 Espoo, 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 will be used only in connection with the Extraordinary General Meeting of Shareholders and with the processing of related registrations.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares, based on which he/she would on the record date of the Extraordinary General Meeting, i.e. on 28 February 2019 be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the Extraordinary 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 on 7 March 2019 by 10.00 a.m. As regards nominee registered shares this constitutes due registration for the Extraordinary General Meeting.

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

3. Proxy representatives and powers of attorney

A shareholder may participate in the Extraordinary 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 Extraordinary General Meeting of Shareholders.

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

Any proxy documents should be delivered in originals to Herantis Pharma Plc, "Extraordinary General Meeting", Bertel Jungin Aukio 1, 02600 Espoo, 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 Extraordinary General Meeting of Shareholders, 15 February 2019 the total number of shares and votes in Herantis Pharma Plc is 4,918,305.

Helsinki, 15 February 2019

HERANTIS PHARMA PLC

The Board of Directors

APPENDIX: BRIEF BIOGRAPHY OF BOARD MEMBER NOMINEE INGRID HEIMAN

Ingrid Heiman (born in 1958, a citizen of Sweden) holds a Bachelor degree in Business and Industrial marketing from the University of Lund in Sweden and an MBA in international business from the University of Uppsala, Sweden. Her current assignments include:

- Chairman of the board of Doxa, a company listed in Nasdaq First North Stockholm
- Board member and co-founder, Parkinson Research Foundation
- Board member, Redwood Pharma, a company listed in Spotlight
- Board member, Dignitana, a company listed in Nasdaq First North and headquartered in Dallas, USA

Ingrid Heiman's previous assignments include:

- Chairman of the board, Ellen AB
- Board member, Radix Kompetens AB
- Chairman of the board, Food Supplement Europe and Svensk Egenvård
- Interim CEO, Ellen AB