

**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 Wednesday, 8 April 2020, commencing at 13.00 pm Eastern European Time at Taitotalon Kongressikeskus, at the address Valimotie 8, 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, and coffee will be served, at 12.30 pm.

***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 2019**

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 2019 and that the loss for the financial year shall be entered in the compilation of 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 26.0 per cent of the Company's shares, have proposed that the remuneration of the Board of Directors shall be as follows: The remuneration payable to the members of the Board of Directors shall be EUR 1,500 per month except for the Chairman of the Board who shall be paid EUR 2,500 monthly, and a possibly elected Vice Chairman of the Board who shall be paid EUR 2,000 monthly. Board members are also reimbursed reasonable travel expenses related to Board of Director's duties.

**11 RESOLUTION ON THE NUMBER OF THE MEMBERS AND ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

The shareholders of Herantis Pharma Plc, who together represent approximately 26.0 per cent of the Company's shares, have proposed that:

- Six (6) members are elected to the Board of Directors
- Of the present members of the Board of Directors, the following persons continue as members: Ingrid Atteryd Heiman, James Phillips, Aki Prihti, Timo Veromaa and Frans Wuite
- As a new member, Mats Thorén is elected to the Board of Directors.

Mats Thorén (born 1971, citizen of Sweden) has over 20 years of experience from the financial markets side of the Life Science sector. Mr. Thorén was a first-ranked equity analyst with SEB in the early 2000's covering pharmaceutical, biotechnology and medical technology across the Nordic region. Later, Mr. Thorén became the Head of Swedish Healthcare for the Corporate Finance department of Handelsbanken Market, participating in a number of public and private financing and M&A transactions. Switching over to the investment side of the sector, he co-founded and was a partner in Catella Healthcare and later an Investment Manager for Inter Life Science, part of Inter IKEA AB, as well as MedCap AB. During these years Mr. Thorén was an integral part in a large number of investments, financings and exits. Today he manages his own firm. Mr. Thorén received his education from the Stockholm School of Economics and the Karolínka Institute in Stockholm. He is board member of Arcoma AB. The resume of Mr. Thorén is attached as **schedule 1**.

**12 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.

**13 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.

**14 RESOLUTION ON ESTABLISHING A SHAREHOLDERS' NOMINATION COMMITTEE**

The Board of Directors proposes that the General Meeting would resolve to establish a permanent shareholders' nomination committee and to approve the charter of the shareholders' nomination committee attached as **schedule 2**. The duties of the nomination committee would include preparing and presenting for the annual general meeting, and when necessary to the extraordinary general meeting, proposals on the remuneration, number of the members and the members of the Board of Directors. Further, the duties would include searching possible candidates for new members of the Board of Directors.

## **15 AUTHORISATION I TO DECIDE ON AN ISSUE OF SHARES**

The Board of Directors proposes that the General Meeting would resolve to authorise the Board of Directors to resolve on issues of shares as follows:

Under the authorisation the Board of Directors may resolve on an issue of new shares or treasury shares, and the shares may be issued in one or several tranches. Under the authorisation a maximum total of 2,000,000 shares may be issued, which corresponds to approximately 29.9 percent of all of the shares in the Company. The shares may be issued against payment or gratuitously. Further, the issue of shares may be directed, provided that the company has a weighty financial reason to do so.

Under the authorisation shares may be directed to the company. The authorisation shall not be used for incentive purposes.

The authorisation shall remain valid until the close of the next annual general meeting, however no later than 30 June 2021.

## **16 AUTHORISATION II TO DECIDE ON AN ISSUE OF SHARES**

The Board of Directors proposes that the General Meeting would resolve to authorise the Board of Directors to resolve on issues of shares as follows:

Under the authorisation the Board of Directors may resolve on an issue of new shares or treasury shares, and the shares may be issued in one or several tranches. Under the authorisation a maximum total of 150,000 shares may be issued, which corresponds to approximately 2.25 % percent of all of the shares in the Company. The shares may be issued against payment or gratuitously. Further, the issue of shares may be directed, provided that the company has a weighty financial reason to do so.

The authorisation may be used for issuing shares in connection with the incentive schemes of the company.

The authorisation shall remain valid until the close of the next annual general meeting, however no later than 30 June 2021. The authorisation will not cancel other authorisations to be granted at the annual general meeting.

## **17 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 1 April 2020. 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 22 April 2020 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 27 March 2020 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 3 April 2020 at 10.00 AM Eastern European Time by giving a prior notice of participation. Such notice can be given:

- (a) In the Internet at [herantis.com/AGM](https://herantis.com/AGM); or
- (b) by regular mail to Herantis Pharma Plc, "Annual General Meeting", Bertel Jungin aukio 1, FI-02600, 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.

### **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 27 March 2020, 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 3 April 2020 by 10:00 AM. 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. Shares registered in Euroclear Sweden AB**

A shareholder with shares registered in Euroclear Sweden AB's Securities System who wishes to attend and vote at the General Meeting must:

- be registered in the shareholders' register maintained by Euroclear Sweden AB no later than on 27 March 2020.

- Shareholders, whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of Herantis Pharma Plc maintained by Euroclear Finland, request that their shares are re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB, and procure that the nominee sends the above mentioned request for temporary registration to Euroclear Sweden AB on their behalf. Such registration must be made at the latest by 27 March 2020 and the nominee should therefore be notified well in advance before said date.
- request temporary registration in the shareholders' register of Herantis Pharma Plc maintained by Euroclear Finland Oy. Such request shall be submitted in writing to Herantis Pharma Plc no later than on 27 March 2020 at 10 AM Swedish time.

This temporary registration made through written request to Euroclear Sweden AB is considered a notice of attendance at the General Meeting.

#### **4. 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", Bertel Jungin aukio 1, FI-02600, Finland before the last date for registration.

#### **5. 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 11 March 2020, the total number of shares and votes in Herantis Pharma Plc is 6,680,305.

In Helsinki on 11 March 2020

HERANTIS PHARMA PLC

The Board of Directors