



Summons to attend the Annual General Meeting of Vicore Pharma Holding AB (publ).

The shareholders in Vicore Pharma Holding AB (publ), 556680-3804, are hereby summoned to attend the Annual General Meeting on June 13, 2018 at 4:00 p.m. at the company's premises c/o Astra Zeneca, Pepparedsleden 1, 431 83 Mölndal. Shareholders who wish to take part are instructed to register at the reception at the main entrance of Astra Zeneca at the above-mentioned address approximately 15 minutes prior to 4:00 p.m.

Notification etc.

Shareholders that wish to take part in the Annual General Meeting shall be registered in the share register kept by Euroclear Sweden AB on June 7, 2018, provide notification, in writing, no later than June 7, 2018 to Vicore Pharma Holding AB, att. Nina Carlén, c/o Bioventurehub, Pepparedsleden 1, 431 83 Mölndal, or via telephone +46 (31)-78 80 560, or via email to nina.carlen@vicorepharma.com. The notification must include a given name and surname, identification number or corporate registration number, shareholdings, address, daytime telephone number and if applicable, information regarding deputies or assistants (maximum 2). The notification shall, if applicable, be accompanied by power of attorney, proof of registration and other documents of authorization.

Nominee registered shares

Shareholders that have nominee registered their shares through a bank or securities institute must temporarily register their shares in their own name with Euroclear Sweden AB in order to be able to participate in the Annual General Meeting. Shareholders who wish to re-register their shares must notify their nominees of such well in advance prior to June 7, 2018, when such re-registration shall be executed.

Proxy etc.

Shareholders represented by proxy shall issue a power of attorney to date for the proxy. The power of attorney form can be obtained through the company and is also available on the company's website, www.vicorepharma.com. If the power of attorney is issued by a legal entity, an attested copy of the proof of registration or corresponding ("proof of registration") for the legal entity shall accompany it. The power of attorney and the proof of registration must not be older than one year. The original power of attorney together with any proof of registration shall be forwarded to the Annual General Meeting well in advance by post to Vicore Pharma Holding AB.

Proposed agenda:

0. Opening of the Annual General Meeting.
1. Election of chairman.
2. Election of secretary for the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Election of two persons to verify the minutes.
5. Verification that the Meeting was duly convened.
6. Approval of agenda.
7. Statement by the Managing Director.
8. Presentation of annual report and auditors' report and consolidated financial statements and consolidated auditors' report.

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9. Resolution regarding adoption of income statement and balance sheet as well as consolidated income statement and consolidated balance sheet.
10. Resolution regarding allocation of the company's profit or loss according to the adopted balance sheet.
11. Resolution regarding adoption of discharge of liability for the board members and the Chief Executive Officer.
12. Resolution regarding adoption of the number of board members and deputies.
13. Resolution regarding adoption of remuneration for the board of directors and the auditors.
14. Election of the board of directors and auditors.
15. Resolution on adoption of new articles of association.
16. Resolution on adoption of authorization of the board of directors to issue new shares/convertibles.
17. Resolution on adoption of issue of warrants.
18. Resolution on adoption of authorization to undertake adjustments.
19. Closing of the Annual General Meeting.

Proposals in brief for resolution:

Allocation of profit/loss (item 10)

The board of directors proposes that the Annual General Meeting allocates the company's results according to the board of directors' proposal in the annual report. The board of directors furthermore proposes that no dividend shall be paid for the fiscal year 2017.

Adoption of the number of board members and deputies, adoption of remuneration to the board of directors and the auditors and election of board of directors (items 12, 13 and 14)

The shareholders representing 28,2 percent of the shares and the votes of the company have notified that remuneration to the board of directors is proposed at SEK 300 000 to the chairman of the board and SEK 100 000 to the other board members who are not employed by the company and that remuneration to the auditors shall be paid according to approved invoice.

Shareholders that represent 28,2 percent of the votes have a proposal for a new board of directors. The shareholders propose to the Annual General Meeting that the board of directors shall be made up of six board members and that no deputies shall be appointed for the period up to the next Annual General meeting, and propose for re-election as board members, Kjell Stenberg, Peter Ström, Göran Wessman and Leif Darner and as newly elected Maarten Kraan and Sara Malcus. Leif Darner is proposed as chairman of the board.

Maarten Kraan, Ph.D. Maarten is a licensed doctor with a degree from the Leiden University in the Netherlands. Her dissertation was within the field of immunology and he is currently employed as Director for R&D at the British company Stallergenes Greer. Maarten has previously held central positions in large pharmaceutical companies, for example AstraZeneca.

Sara Malcus, Ph.D. Sara is currently the CEO for MetaboGen AB, a Swedish company that develops new pharmaceuticals based on the interplay between intestinal bacterium and disease. She is educated within bio medicine and her dissertation was within inflammation medicine/immunology. Her experience spans the areas of research, start-up companies and company management.

The accounting firm Ernst & Young AB, with chartered accountant Stefan Kylebäck as the head is proposed for re-election as auditor up until the end of the next Annual General Meeting is.



Resolution regarding adoption of new Articles of Associations (item 15)

The proposed articles of association are presented as attachment 1 and contain the following amendments:

§4 – Share capital

Previous wording (prior to the Meeting):

The share capital shall make up a minimum of SEK 2 500 000 and a maximum of SEK 10 000 000.

New wording:

The share capital shall make up a minimum of SEK 5 000 000 and a maximum of SEK 20 000 000.

§5 – The number of shares

Previous working (prior to the Meeting):

The number of shares shall be a minimum of 5 000 0000 and a maximum of 20 000 000.

New wording:

The number of shares shall be a minimum of 10 000 000 and a maximum of 40 000 000.

Resolution regarding authorization of the board of directors (item 16)

The board of directors propose that the Annual General Meeting authorize the board of directors to on one or several occasions during the period up to and including the next Annual General Meeting made decisions regarding new issue of shares and/or convertibles against cash payment and/or provision for contribution or set-off or otherwise with provisions and to therewith be able to deviate from shareholders' right of first refusal.

The number of shares that can be issued respectively the number of shares that can be subscribed to by way of conversion of debenture shall in aggregate be a maximum of ten (10) percent of the share capital of the company, based on the share capital of the company as per the date of the Annual General Meeting 2018.

The reason for the board of directors' proposal is that the board deems it to be advantageous to the company from the perspective of expansion as well as procuring capital that the board is given the latitude required to be able to decide on a new share issues and otherwise be able to issue shares and/or share related instruments without convening a shareholders' meeting. The reasoning for the proposal includes, among other things, to make it possible for the board of directors to provide the company with, among other things, operating capital, capital for company acquisitions, acquisitions of technological solutions and/or reduction of the company's debt.

The reason to be able to deviate from the shareholders' general right of first refusal (pro rata parties in relation to equity right) is that such flexibility should facilitate procurement of capital to the company and to a possible distribution of ownership as a result thereof is deemed to be advantageous to the company and its current shareholders.

The issue shall take place according to market conditions based on the assessed market value of the company's shares at the time of issue with possible reduction for such reasonable market rebates that the board of directors deems to be required for the issue to be carried out. The board of directors shall have to right to make decisions regarding the detailed terms of issue.

Resolution regarding warrants (item 17)

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The board of directors proposes that the Annual General Meeting resolves that the Company shall issue the maximum 150 000 of warrants of the series 2018/2022 N01 eligible for warrants that can be exercised for new subscription of shares in the Company.

The right to subscribe for warrants shall, with deviation from the shareholders' right of first refusal be available to the following:

Subscriber	Number of warrants
Johanna Gräns, 790715-6900	50 000
Hans Jeppsson, 790804-5573	37 500
Dan Isaksson, 750505-1974	25 000
Christine Johansson, 581005-5029	37 500

Warrants that are not subscribed for in accordance with the above cannot be subscribed to by anyone else.

The reason for deviation from the shareholders' right of first refusal is to create a warrant based incentive program for key persons in the Company and its subsidiaries. Through such program key persons are offered the possibility to participate in a portion of a growth in value of the company's shares, which can be expected to lead to an increased interest for the Company and its subsidiary operations and development in results, to the advantage of the Company and its shareholders.

The warrants will be issued for payment in the amount of SEK 0,46 per warrant, which corresponds to a market value assessed according to Black & Scholes appraisal model. The payment of SEK 0,46 per subscribed warrant shall be paid in cash by June 29, 2018 at the latest. The board of directors shall, however, have the right to postpone the last day for payment.

Subscription for warrants shall be made on a subscription list that shall be made available to subscribers. Subscription shall take place on June 29, 2018. The board of directors shall, however, have the right to extend the subscription period.

It is noted that the decision regarding how allotment shall take place in the event of oversubscription is not required.

The warrants shall be transferable.

Allotment of warrants is conditional on that acquisition of warrants is permissible according to applicable law.

Each warrant entitles the warrant holder to subscribe for 1 new share in the Company with a quotient value of approximately SEK 0,50 meaning that the share capital may be increased from SEK 7 934 251,92 to a maximum of SEK 8 009 251,92 upon full exercise of the warrants through subscription of a maximum 150 000 new shares.

The warrants may be exercised for subscription of shares in the Company during the period from and including June 29, 2021 up to and including June 29, 2022.

The subscription price per share shall be SEK 40 per share.

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Shares issued upon subscription according to these terms and conditions shall be entitled to dividends from the first record date for dividend occurring after registration of the shares with the Swedish Companies Registration Office and in the share register held by Euroclear Sweden AB.

In the event the issue is subscribed in full and all the warrants are exercised, the dilution effect will be approximately 1 percent of the share capital and the votes with regard to a full exercise of all outstanding warrants of the Company. The dilution effect has been calculated by dividing the number of warrants with the total sum of all the Company's outstanding shares and the number of shares that outstanding warrants may give rise to.

Number of shares and votes

As per the date of the summons the total number of shares in the company are 15 686 504. The company does not hold any shares.

Information

The board of directors and the CEO shall, if requested by any of the shareholders and the board of directors deem that it will not essentially damage the company, provide information regarding circumstances that can have an effect on the assessment of an item on the agenda, circumstances that can have an effect on the assessment of the company's financial situation.

In order to be valid, a resolution according to items 15 and 16 above requires at least two-thirds (2/3) of both the votes cast as well as the shares represented at the Annual General Meeting. In order to be valid, a resolution according to item 17 above requires at least nine-tenths (9/10) of both the votes cast as well as the shares represented at the general meeting.

Complete proposals for resolution regarding items 15, 16 and 17 and the remaining documents that shall be made available according to the Companies Act are available for shareholders at the company's office and on the company's website www.vicorepharma.se from and including May 23, 2018.

Göteborg May 2018

Vicore Pharma Holding AB (publ)

THE BOARD OF DIRECTORS

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