

## Notice of extraordinary general meeting in Camurus AB (publ)

The shareholders of Camurus AB (publ) are hereby invited to attend the extraordinary general meeting (the "EGM") to be held on Tuesday 5 March 2019 at 11.00 a.m. CET, at Elite Hotel Ideon, Scheelevägen 27 in Lund, Sweden. Registration of attendance commences at 10.30 a.m. CET.

### Right to attend

A shareholder who wish to attend the EGM must:

- be recorded in the share register for the company maintained by Euroclear Sweden AB, as of Wednesday 27 February 2019, and
- notify the company of its intention to attend the EGM by Wednesday 27 February 2019 at the latest, preferably before 4.00 p.m. CET.

In order to participate in the EGM, shareholders with nominee-registered shares must have the shares temporarily owner-registered with Euroclear Sweden AB. Such registration must be executed by Wednesday 27 February 2019. Shareholders are therefore requested to notify their bank or broker in due time before the said date.

### Notice of attendance

Notice of attendance at the EGM shall be made through the website [www.camurus.com](http://www.camurus.com), in writing to Camurus AB (publ), c/o Euroclear Sweden AB, "Extra bolagsstämma", Box 191, 101 23 Stockholm, Sweden or by telephone +46 46-286 38 90. The notice of attendance shall state name, personal or corporate identity number, address, telephone number (daytime) and name of proxy and/or advisor, if any. Shareholders represented by proxy shall issue a written and dated power of attorney. A power of attorney is valid one year from the date of issue or such longer period stated in the power of attorney, however not more than five years. A form of power of attorney is available at the company and on the company's website, [www.camurus.com](http://www.camurus.com) and can also be sent to the shareholder upon request. Representatives of a legal entity shall present a copy of the certificate of registration or similar document of authorisation, showing the signatory power. Shareholders represented by proxy shall submit the original power of attorney and the certificate of registration, if any, to the company by mail to the above stated address before the EGM.

**Proposal for agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Election of persons to approve the minutes
5. Approval of the agenda
6. Determination of compliance with the rules of convocation
7. Approval of the resolution by the Board of Directors on an issue of new shares
8. Closing of the meeting

**Proposal for chairman of the meeting (item 2)**

It is proposed that lawyer Jakob Wijkander, Mannheimer Swartling Advokatbyrå, shall be elected as chairman of the EGM.

**Approval of the resolution by the Board of Directors on an issue of new shares (item 7)**

The Board of Directors proposes that the general meeting approves the resolution by the Board of Directors on 6 February 2019 on an issue of new shares in accordance with the following main conditions:

1. The Board of Directors, or whoever the Board of Directors may appoint among its members, is authorised to resolve, on 28 February 2019 at the latest, on the maximum amount by which the share capital shall be increased, the maximum number of new shares to be issued, the number of existing shares that shall entitle to subscription for a certain number of new shares and the subscription price per share.
2. The company's shareholders shall have pre-emptive right to subscribe for the new shares in proportion to the shares previously owned.
3. The record date for entitlement to participate in the rights issue with pre-emptive right shall be 7 March 2019.
4. If not all of the shares are subscribed for by exercise of subscription rights, the Board of Directors shall resolve on allotment of shares subscribed for without the exercise of subscription rights up to the maximum amount of the share issue. In such case, priority will be given firstly to those who have subscribed for shares by the exercise of subscription rights and, in addition, have applied for subscription without subscription rights, irrespective of whether the subscriber was a shareholder on the record date or not and, in case of oversubscription, pro rata in relation to the number of subscription rights each one has exercised for subscription of shares. Secondly, allotment shall be made to others who have applied for subscription without subscription rights (the general public in Sweden and qualified investors) and, in case of oversubscription, pro rata in relation to the number of shares stated in each subscription application. Thirdly, allotment shall be made to the Fourth Swedish National Pension Fund in its capacity as guarantor up to its guarantee amount. Fourthly, allotment shall be made to other guarantors who have entered into guarantee agreements with the company, and in case all such parties do not receive full allotment, the

shares shall be allotted pro rata in relation to the respective guarantee amount. To the extent allotment in the case of oversubscription or to guarantors cannot be made pro rata in accordance with the above, allotment shall be made by drawing of lots.

5. Subscription for new shares shall be made during the period as from 11 March 2019 up to and including 25 March 2019, or, as regards the guarantors, up to and including 28 March 2019. The Board of Directors shall be entitled to extend the period for subscription.
6. Subscription for new shares by exercise of subscription rights shall be made by simultaneous cash payment. Subscription for new shares without subscription rights shall be made on a separate subscription list where allotted shares shall be paid in cash no later than two (2) banking days from dispatch of the contract note to the subscriber setting forth the allotment of shares. The Board of Directors shall be entitled to extend the period for payment.
7. The new shares shall entitle to dividend as from the first record date for dividend to occur after the registration of the new share issue with the Swedish Companies Registration Office.

#### **Available documents**

The Board of Directors' resolution under item 7 above together with the documents prepared in accordance with Chapter 13, Section 6, of the Swedish Companies Act will be available at the company and on the company's website, [www.camurus.com](http://www.camurus.com), as from Tuesday 12 February 2019 at the latest, and will be sent upon request to shareholders who provide their address. Copies will also be available at the EGM.

#### **Information at the EGM**

At the EGM, the Board and the CEO shall if any shareholder so requests and the Board believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda or the company's relation to other companies within the group.

#### **Number of shares and votes in the company**

The total number of shares in the company amounts to 38,381,486. The company has only one series of shares and the total number of votes in the company amounts to 38,381,486. The company holds no treasury shares.

#### **Processing of personal data**

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf>.

Lund in February 2019

**Camurus AB (publ)**

The Board of Directors

