



Notice of Extraordinary General Meeting of Vicore Pharma Holding AB (publ)

The shareholders in Vicore Pharma Holding AB (publ), reg. no. 556680-3804 (the "Company"), are hereby summoned to attend an Extraordinary General Meeting ("EGM") on Monday 13 August, 2018 at 4:00 p.m. at the Company's premises at c/o Astra Zeneca, Pepparedsleden 1, 431 83 Mölndal. Participating shareholders shall register at the reception at Astra Zeneca's main entrance at the address above approximately 15 minutes before 4:00 p.m.

Notification of participation

Shareholders who wish to participate in the EGM

- must be registered in the register of shareholders maintained by Euroclear Sweden AB no later than 7 August 2018, and
- must notify their intent to participate in the EGM, in writing, to the Company, attn. Nina Carlén, c/o Bioventurehub, Pepparedsleden 1, 431 83 Mölndal, or by phone 031-78 80 560, or by e-mail to nina.carlen@vicorepharma.com no later than Tuesday 7 August, 2018. Notice to attend should include complete name, personal identification number or corporate registration number, possession of shares, address, daytime telephone number as well as information of, if applicable, any proxy and/or assistant (max 2). Notice to attend shall include, if applicable, proxy forms, registration certificates and other authorization documents.

Shareholders whose shares are registered with a trustee must request that they be temporarily registered in their own name in the shareholders' register maintained by Euroclear Sweden AB in order to be entitled to participate in the EGM. The shareholder should provide notice to the nominee thereof in due time so that registration in the share register has taken place by Tuesday 7 August, 2018.

Shareholders who wish to be represented by a proxy must issue a dated proxy form for the proxy. Proxy forms may be obtained through the company and are available on the Company's website, www.vicorepharma.com. If the proxy form is issued by a legal entity, a certified copy of the registration certificate of that legal entity, or the equivalent of such registration certificate, shall be enclosed. The proxy form and the registration certificate shall not be more than one year old if no longer validity period is given on the proxy form, however, no longer validity than five years. The proxy form in original as well as any certificate of registration should be submitted to Vicore Pharma Holding AB in due time prior to the EGM.

Agenda at the EGM

Proposal for the agenda

- 1) Opening of the meeting

- 2) Election of chairman of the EGM
- 3) Preparation and approval of the voting list
- 4) Election of one or two officers to verify the minutes
- 5) Determination of whether the EGM has been duly convened
- 6) Approval of the agenda
- 7) Resolution on dividends of shares in I-Tech AB (publ)
- 8) Resolution on issue in kind regarding the acquisition of INIM Pharma AB
- 9) Resolution on adoption of new articles of association
- 10) Determination of the number of directors and deputy directors
- 11) Election of Board of Directors
- 12) Resolution on rights issue
- 13) Resolution on implementation of a long-term incentive program for the Company's senior management and key persons
- 14) Resolution on implementation of a long-term incentive program for certain members of the Board of Directors
- 15) Resolution on instruction for Nomination Committee
- 16) Resolution on authorization of the Board of Directors, or such person as appointed by the Board of Directors, to make minor adjustments to resolutions adopted by the EGM which may prove necessary for registration of the resolutions with the Swedish Companies Registration Office and Euroclear Sweden AB
- 17) Closing of the meeting.

Proposals

The Board of Directors has submitted the following proposals:

Item 7 – Resolution on dividends of shares in I-Tech AB (publ)

- (i) A dividend in kind of one share in I-Tech AB (publ) ("I-Tech") is to be distributed for eight shares in Vicore Pharma Holding AB (publ). That is equivalent to a total of 1,983,563 shares in I-Tech. Based on the shares' booked value in the Company's quarterly report on 31 March 2018, the proposed dividend corresponds to approximately SEK 0.77 per share and in total approximately SEK 12,189,492. The shareholders whose possession per the record day is not equally divisible with eight shall be entitled to a fraction of an I-Tech share as follows. Each surplus fraction shall entitle to an eighth of a share in I-Tech. All such fractions of shares in I-Tech shall be consolidated to whole shares which thereafter are to be sold by the Company on the market. The payment, without subtraction for brokerage, is to be paid to the relevant shareholders.
- (ii) Considering that the Company's present lock-up obligation regarding the shares in I-Tech shall remain in force when the shares are distributed to the Company's shareholders, it is proposed that the EGM authorizes the Board of Directors to (i) through an issuing house supervise that technical measures are taken at Euroclear to prevent that those who receive shares in I-Tech are able to transfer such shares before 28 May 2019, and (ii) that Euroclear is authorized to disclose the necessary details of the Company's shareholders' reconciliation account in order for the issuing house to take the above-mentioned technical measures.

17 August 2018 is proposed as the record day for the distribution in kind. The shares in I-Tech are expected to be available on safe custody accounts 24 August 2018.

This resolution on distribution in kind is conditional upon the EGM's resolution on authorization according to item (ii) above and the EMG's resolution on issue in kind in accordance with item 8.

Item 8 – Resolution on issue in kind regarding the acquisition of INIM Pharma AB

- (i) That the Company's share capital shall increase by approximately SEK 4,425,750.96 upon issuance of 8,851,502 new shares.
- (ii) The subscription price for each share shall be SEK 8 per share by an issue in kind of all shares in INIM Pharma AB, reg.no. 559156-8471 ("INIM Pharma"). The premium for the issued shares shall be placed in the share premium reserve.
- (iii) By deviating from the shareholders' pre-emptive rights INIM Pharma shall have the sole right to subscribe for the shares (pro rata in accordance with their proportional possession in INIM Pharma)
- (iv) Subscription for shares shall be made from 18 August 2018 up to and including 24 August 2018.
- (v) Payment for shares subscribed for shall be made no later than 24 August, 2018, by issue in kind, consisting of all shares in INIM Pharma, provided to the Company.
- (vi) Subscription of shares shall be noted on a separate subscription list.
- (vii) The Board of Directors reserves the right to extend the time for when subscription and payment shall take place.
- (viii) The new shares shall be entitled to a part of the Company's profits from the first record day after the shares have been registered at the Swedish Companies Registration Office.
- (ix) The reason the Board of Directors' proposes deviation from the shareholders' pre-emptive rights is that it is deemed desirable to receive all of INIM Pharma's shares as issue in kind, and that it is deemed advantageous for the Company that the shareholders of INIM Pharma are given the possibility to become shareholders in the Company since this strengthens the shareholder base of the Company. The subscription price has been determined through negotiations and represents a fair market value.
- (x) It is noted that resolution for how distribution shall take place in the event of oversubscription is not required.

Item 9 - Resolution on adoption of new articles of association

§ 6 of the Company's articles of association is proposed to be amended as follows:

Present wording

To the extent the Board of Directors is appointed by the general meeting, the board shall consist of no less than three directors and no more than seven directors.

New wording

To the extent the Board of Directors is appointed by the general meeting, the Board of Directors shall consist of no less than three directors and no more than nine directors.

Item 12 – Resolution on pre-emptive rights issue

- (i) Conditional upon confirmation and registration of the prospectus by the Swedish Financial Supervisory Authority, the Company's share capital shall increase with approximately SEK 4,120,000.96 by issue of a maximum of 8,240,002 new shares.
- (ii) The subscription price for each share shall be SEK 10.

- (iii) The Company's shareholders shall have pre-emptive rights to subscribe for new shares in proportion to the number of old shares held, whereby each shareholder shall have pre-emptive rights to subscribe for one (1) new share for each third old share held (primary pre-emptive rights). Each held share per the record day entitles to one (1) new subscription right. Three (3) subscription rights thus entitles to subscription of one (1) new share.
- (iv) Only shareholders recorded in the share register on 17 September 2018, shall be deemed entitled to subscribe for the new shares by pre-emptive right (record day).
- (v) Subscription for shares shall be made from 19 September 2018 up to and including 3 October, 2018.
- (vi) Payment for subscribed shares shall be made in cash no later than 3 October 2018.
- (vii) Shareholders shall be entitled to transfer their primary pre-emptive rights to other shareholders as well as third parties. Trading with subscription rights will be made via Nasdaq First North Stockholm during a limited time, from 19 September 2018 up to and including 1 October 2018. Subscription rights not exercised for subscription in the issue must be sold before 1 October 2018, or be exercised for subscription of shares no later than 3 October 2018, in order not to be invalid or lose their value. By assignment of the subscription right, the right to subscribe for shares in the rights issue is transferred to the new holder of the subscription right.
- (viii) Shares not subscribed for through subscription rights shall primarily be offered to those who have subscribed for shares through subscription rights and applied to subscribe for additional shares without subscription rights in relation to that number of subscription rights each holder has exercised as subscription for shares and secondarily to others who have registered for subscription without subscription rights.
- (ix) Subscription of shares shall be noted on a separate subscription list.
- (x) The Board of Directors shall be reserved the right to extend the time for when subscription and payment shall take place. The Board of Directors shall also be reserved the right to extend the time for trading with subscription rights according to (vii) above.
- (xi) The new shares shall be entitled to a part of the Company's profits from the first record day after the shares have been registered at the Swedish Companies Registration Office.
- (xii) It was noted that a resolution for how distribution shall take place in the event of oversubscription was not required.

Item 13 - Resolution on the introduction of a long-term incentive program for the Company's senior management and key persons

The Board of Directors proposes the introduction of a long-term incentive program for certain of the Company's senior management and key persons (including employees and consultants) in accordance with the following.

The Board of Directors proposes that the EGM resolves to implement a long-term incentive program for senior management and key persons (including employees and consultants) in the Company ("Co-worker LTIP 2018") in accordance with items 13a-13c below. The resolutions in items 13a-13b below are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed cohesively. Co-worker LTIP 2018 is proposed to include members of senior management and key persons (including employees and consultants) in the Company. Should the majority requirement for item 13b below not be met, the Board of Directors proposes that the Company shall be able to enter into an equity swap agreement with a third party in accordance with item 13c below and resolutions in items 13a and 13c shall then be conditional upon each other and passed as one resolution.

Co-worker LTIP 2018 is a program under which the participants will be granted, free of charge, options ("Options") subject to three year vesting that entitle to acquire a maximum of 2,000,000 shares in the Company in total, in accordance with the terms stipulated below. Co-worker LTIP 2018 will be based on



yearly recurring grants of Options. As part of the implementation of Co-worker LTIP 2018, a total of a maximum of 2,000,000 warrants will be issued in accordance with item 13b below.

Proposal for resolution on adoption of a long-term incentive program for certain members of senior management and key persons (item 13a)

The rationale for the proposal

Co-worker LTIP 2018 is intended for members of senior management and key persons (including employees and consultants) in the Company. The Board of Directors of the Company believes that an equity-based incentive program is a central part of an attractive and competitive remuneration package in order to attract, retain and motivate competent members of senior management and key persons (including employees and consultants) in the Company, and to focus the participants on delivering exceptional performance which contributes to value creation for all shareholders. The Board of Directors of the Company believes that Co-worker LTIP 2018 will create a strong alignment of the interests of the participants and the interests of the shareholders. Co-worker 2018 is adapted to the current position and needs of the Company. The Board of Directors is of the opinion that Co-worker LTIP 2018 will increase and reinforce the participants dedication to the Company operations, improve Company loyalty and that Co-worker LTIP 2018 will be beneficial to both the shareholders and the Company.

Conditions for the Options

The following conditions shall apply for the Options.

- The Options shall be granted free of charge to the participants.
- The Board of Directors shall resolve upon the allocation of Options annually or at such time as the Board of Directors can be considered as relevant to such decision (with each respective date of granting being a “Granting Date”).
- Each Option entitles the holder to acquire one share in the Company for a predetermined exercise price. The exercise price per share shall correspond to 150 percent of the volume weighted average price of the Company’s share on Nasdaq Stockholm First North for the five trading days preceding the Granting Date.
- The Options shall vest over a three year period whereby all Options shall vest on the third anniversary of the granting Date, provided that the holder, with some customary exceptions (including retirement and permanent incapacity to work due to illness or accident), is still employed by the Company (or, in the case of consultants, still providing services to the Company). Earning, otherwise, takes place annually where 1/3 of the Options will be earned after 12 months, but no Options shall be deemed earned at a time that falls within 12 months from the Granting Date.
- The latest point in time at which vested Options may be exercised shall be the fourth anniversary of the Granting Date.
- The number of Options will be recalculated in the event that changes occur in the Company’s equity capital structure, such as a bonus issue, merger, rights issue, share split or reverse share split, reduction of the share capital or similar measures.
- The Options are non-transferable and may not be pledged.

- The Options can be granted by the parent company as well as any other company within the group where the Company is the parent company.
- In the event of a public takeover offer, asset sale, liquidation, merger or any other such transaction affecting the Company, the Options will vest in their entirety if the Option holder's employment or consultancy engagement, within 24 months following the completion of such event, is terminated involuntarily and without objective reason or grounds for dismissal.

Allocation

The Board of Directors shall resolve upon allocation of Options annually. Individual allocation to a participant cannot, under Co-worker LTIP 2018, exceed 500,000 Options in total.

Preparation, administration and the right to change the terms of the Options

The Board of Directors is responsible for the preparation of the detailed terms for Co-worker LTIP 2018, with respect to the above terms and guidelines. In connection with this, the Board of Directors shall have the right to make adjustments to comply with specific rules or market conditions abroad, including deciding on cash or other settlements in case it is considered beneficial for the Company based on foreign tax rules.

Preparation of the proposal

Co-worker LTIP 2018 has been initiated by the Board of Directors of the Company based on current market practice for comparable European (including Swedish) listed companies.

Dilution

The maximum number of shares that may be issued pursuant to an exercise of Options in Co-worker LTIP 2018 will comprise a maximum of 2,000,000 shares in total, which corresponds to a dilution of approximately 5.7 percent on a fully diluted basis. Taking into account also the shares which may be issued pursuant to the Company's previously implemented incentive programs, the maximum dilution amounts corresponds to approximately 7.2 percent on a fully diluted basis. The dilution is expected to have a marginal effect on the Company's key performance indicator "Earnings (loss) per share".

Scope and costs of the program

Co-worker LTIP 2018 will be accounted for in accordance with "K3 (chap. 26) - Share-based payments". K3 stipulates that the Options shall be expensed as personnel costs over the vesting period and will be accounted for directly against equity.

Personnel costs in accordance with K3 do not affect the Company's cash flow. Social security costs will be expensed in the income statement according to UR 7 during the vesting period.

Assuming a share price at the time of allocation of Options of SEK 10, an increased value of the Company of 180 million (corresponding to an annual increase in the share price of 20 per cent), a volatility of approximately 50 percent and that Options assigned directly, the annual cost for Co-worker LTIP 2018 according to K3 is estimated to approximately SEK 1.4 million per year before tax. The annual cost for social security charges are estimated to approximately a total of SEK 0.4 million, based on the above assumptions, that all Options are fully vested, that there remains a four year term on all Options and a social security tax rate of 31.42 per cent. Since the social security costs associated with Co-worker LTIP 2018 are covered by hedging measures through the issue of warrants, should the EGM decide in accordance with item 13b below, which will be exercised by a financial intermediary in connection with

the exercise of the Options, the social security costs associated with Co-worker LTIP 2018 will be fully covered and will therefore not affect the Company's cash flow and result. The hedging measures will instead result in a dilution of present shareholders (the hedging measures are part of the proposed program and are included in the dilution calculations presented under the heading "Dilution" above).

The costs associated with the establishment of Co-worker 2018 are estimated to a total of SEK 0.1 million, and the annual costs for administration of Co-worker LTIP 2018, including costs associated with hedging of the program, are estimated to SEK 0.1 million during the term of the program. Further, minor brokerage costs will arise in connection with the exercise of hedging warrants by a financial intermediary.

The total cost of the Co-worker LTIP, including all costs referred to above and social charges, is estimated to amount to approximately SEK 5.9 million under the above assumptions.

The costs associated with Co-worker LTIP 2018 are expected to have a marginal effect in the Company's key performance indicator "Expenses relating to R&D/ operating expenses".

Delivery of shares under Co-worker LTIP 2018

In order to ensure the delivery of shares under Co-worker LTIP 2018 and hedging of social security costs, the Board of Directors proposes that the EGM resolves to issue and use warrants in accordance with item 13b below.

Proposal regarding issue of warrants (item 13b)

In order to ensure the delivery of shares under Co-worker LTIP 2018, and for hedging of social security costs, the Board of Directors proposes that the EGM resolves to issue a maximum of 2,000,000 warrants (which may include warrants for hedging of social security costs), whereupon the Company's share capital may be increased by a maximum of approximately SEK 999,999.99.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest with Vicore Pharma AB, reg. no. 556607-0743 (the "Subsidiary"), a wholly-owned subsidiary of the Company. The reason for the deviation from the shareholders' pre-emptive rights is the implementation of Co-worker LTIP 2018. The Subsidiary shall be entitled to transfer the warrants to participants or financial intermediary in connection with exercise.

The warrants shall be issued free of charge to the Subsidiary. The exercise price for subscription by the Subsidiary for shares based on the warrants shall correspond to the share's quota value.

For passing of the resolution in accordance with above, the resolution must be supported by shareholders representing not less than nine-tenths of the votes cast and the shares at the EGM.

Equity swap agreement with a third party (item 13c)

Should the majority requirement for item 13b above not be met, the Board of Directors proposes that the EGM resolves that Co-worker LTIP 2018 shall instead be hedged so that the Board of Directors is authorized by the Company to enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares of the Company to the participants.

Item 15 - Resolution on principles for instruction of the Nomination Committee

The Board of Directors proposes that the EGM adopts a Nomination Committee consisting of four persons. Each of the Company's three largest shareholders determined by votes as per 30 September

2018, shall each be entitled to appoint a member of the Nomination Committee. Affiliated to shareholder (Sw. *närstående*), as this concept is defined in chapter 21, clause 1 of the Swedish Companies Act, shall be included in the assessment when determining the three largest shareholders. None of the three persons appointed as members of the Nomination Committee in this respect may be directors on the Company's Board of Directors. In addition, the chairman of the Board of Directors shall be a member of the Nomination Committee who will also convene meetings of the Nomination Committee. As chairman for the Nomination Committee, the Nomination Committee shall elect a non-member of the Board of Directors. The Nomination Committee's term of office extends until a new Nomination Committee is appointed. The Nomination Committee's task is to present proposals prior to the Annual General Meeting regarding the number of directors to be elected by the meeting, Board of Directors' remuneration, a chairman and other directors on the Board of Directors, a chairman of the Annual General Meeting and election of auditors and auditors' remuneration.

In the event that any of the three members of the Nomination Committee appointed by the three largest shareholders determined by votes resigns prematurely, the shareholder who appointed the resigning member shall be entitled to appoint a new member. In the event that any of the three largest shareholders determined by votes sells all, and not just a portion of, its shares in the Company before the Nomination Committee has completed its duties, the fourth largest shareholder by votes, etc. shall instead appoint a new member on behalf of such shareholder.

Other Proposals

The main owners, consisting of Protem Wessman AB and Kjell Stenberg, have presented the following proposals to be adopted:

Item 10 – Determination of the number of directors and deputy directors on the Board of Directors

It is proposed that the Board of Directors shall consist of eight ordinary directors and no deputy directors.

Item 11 – Election of the Board of Directors

It is proposed that Hans Schikan and Jacob Gunterberg be elected as directors of the Board of Directors until the close of the next Annual General Meeting.

Item 14 - Resolution on the introduction of a long-term performance-based incentive program for certain members of the Board of Directors

It is proposed that the EGM resolves to implement a long-term performance-based incentive program for certain members of the Board of Directors ("Board LTIP 2018) in accordance with items 14a-14b below. The resolutions under items 14a-14b below are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed cohesively. Should the majority requirement for item 14b not be met, it is proposed that the Company shall be able to enter into an equity swap agreement with a third party in accordance with item 14c below and resolutions under items 14a and 14c shall then be conditional upon each other and passed cohesively.

Board LTIP 2018 is a program under which the participants will be granted, free of charge, share awards subject to performance vesting ("Share Awards") that entitle to shares in the Company to be calculated in accordance with the principles stipulated below, however a maximum of 475,000 shares. As part of the implementation of Board LTIP 2018, a maximum of 475,000 warrants will be issued in accordance with item 14b below.

Proposal for resolution on adoption of a long-term performance-based incentive program for certain members of the Board of Directors (item 14a)



The rationale for the proposal

Board LTIP 2018 is intended for main owner independent members of the Board of Directors of the Company (i.e. excluding board members Göran Wessman, Kjell Stenberg and Jacob Gunterberg, which are linked to the Company's shareholders, Göran Westman with company, Kjell Stenberg and HealthCap VII L.P.). The main owners believe that an equity-based incentive program is a central part of an attractive and competitive remuneration package in order to attract, retain and motivate internationally competent members of the Board of Directors of the Company, and to focus the participants on delivering exceptional performance which contributes to value creation for all shareholders. Board LTIP 2018 is adapted to the current position and needs of the Company. The main owners are of the opinion that Board LTIP 2018 will increase and strengthen the participants dedication to the Company's operations, improve Company loyalty and that Board LTIP 2018 will be beneficial to both the shareholders and the Company.

Conditions for Share Awards

The following conditions shall apply for the Share Awards:

The Share Awards shall be granted free of charge to the participants immediately after the EGM.

The Share Awards shall vest gradually over approximately three years, corresponding to three terms until the day of publication of the Q2 report 2021, where each term equals the period from one annual general meeting (or, if applicable, extraordinary general meeting) up until the day falling immediately prior to the next annual general meeting (each such period "Term"). The Share Awards shall vest by 1/3 at the end of each Term, provided that the participant is still a member of the Board of Directors of the Company on said date. In addition to the vesting conditions just stated, the Share Awards are subject to performance vesting based on the development of the Company's share price, in accordance with the vesting conditions below.

The Share Awards are subject to performance vesting based on the development of the Company's share price over the period from the date of 13 August, 2018, up to and including the date of the annual general meeting 2021. The development of the share price will be measured based on the volume weighted average price of the share price will be measured based on the volume weighted average price of the Company's share on Nasdaq Stockholm First North for the 30 trading days immediately following after 17 August, 2018, and the 30 trading days immediately preceding the date of the publication of the Q2 report 2021. In the event the price of the Company's share has thereby increased by more than 150 percent, 100 percent of the Share Awards shall vest, and should the share price have increased by 50 percent, 25 percent of such Share Awards shall vest. In the event of an increase of the share price between 50 and 150 percent, vesting of the Share Awards will occur linearly. Should the increase of the share price be less than 50 percent, no vesting will occur.

The earliest point in time at which vested Share Awards may be exercised shall be the day of publication for the Q2 report 2021.

Each vested Share Award entitles the holder to receive one share in the Company without any compensation being payable provided that the holder is still a member of the Board of Directors of the Company at the relevant time of vesting. In some customary "good-leaver"-situations (including retirement, death and permanent incapacity to work due to illness or accident), this shall also apply during the first annual period up until the day of the annual general meeting 2019, despite the participant ceasing to be a member of the Board of Directors of the Company. The main owners, on the recommendation of the Remuneration Committee excluding members of the Board of Directors participating in Board LTIP 2018, shall also have a discretionary right to decide, on a case-by-case basis, whether a leaver is a "good leaver" in other situations than those stated above.



The number of Share Awards will be recalculated in the event that changes occur in the Company's equity capital structure, such as bonus issue, merger, rights issue, share split or reverse share split, reduction of the share capital or similar measures.

The Share Awards are non-transferable and may not be pledged.

The Share Awards can be granted by the parent company as well as any other company within the group where the Company is parent company.

In the event of a public takeover offer, asset sale, liquidation, merger or any other such transaction affecting the Company, the Share Awards will vest in their entirety upon completion of such transaction.

Allocation

The number of Share Awards that shall be granted to each participant shall equal the below amount for the respective participant divided by the volume weighted average price of the Company's share on Nasdaq Stockholm First North for the 30 trading days preceding 13 August, 2018.

The Share Awards under Board LTIP 2018 shall be awarded in accordance with the following:

Leif Darner	125,000
Hans Schikan	125,000
Maarten Kraan	125,000
Peter Ström	50,000
Sara Malcus	50,000

In any event, Board LTIP 2018 will comprise a total of Share Awards which, if all Share Awards are vested in accordance with the vesting conditions above, entitle to a maximum of 475,000 shares in the Company.

Preparation, administration and the right to amend the terms of the Share Awards

The Remuneration Committee of the Company (excluding any participating member) shall be responsible for preparing the detailed terms and conditions of Board LTIP 2018, in accordance with the above mentioned terms and guidelines. To this end, the Remuneration Committee (excluding any participating member) shall be entitled to make adjustments to meet foreign regulations or market conditions, including resolving on cash or other settlement if deemed favorable for the Company based on foreign tax regulations.

Preparation of the proposal

Board LTIP 2018 has been initiated by the main owners of the Company and has been structured based on a current market practice for comparable European (including Swedish) listed companies.

Dilution

Board LTIP 2018 will comprise a maximum of 475,000 shares in total, which, provided that the proposed rights issue is fully subscribed, corresponds to a dilution of approximately 1.4 percent on a fully diluted basis. Taking into account also the shares which may be issued pursuant to previously implemented incentive programs in the Company as well as the proposed incentive program to certain senior



executives and key persons, the maximum dilution amounts to 8.5 percent on a fully diluted basis. The dilution is expected to have a marginal effect on the Company's key performance indicator "Earnings (loss) per share".

Scope and costs of the program

Board LTIP 2018 will be accounted for in accordance with "K3 (chap. 26) – Share-based payments". K3 stipulated that the Share Awards shall be expensed as personnel costs over the vesting period and will be accounted for directly against equity. Personnel costs in accordance with K3 do not affect the Company's cash flow. Social security costs will be expensed in the income statement according to URF 7 during the vesting period.

Assuming a share price at the time of allocation of Share Awards of SEK 10, an increased value of the Company of SEK 180 million (corresponding to an annual increase in the share price of 20 percent) and that Share Awards are vested and exercised according to current conditions for Share Awards, the annual cost for Board LTIP 2018 according to K3 is estimated to approximately SEK 1.2 million before tax. The annual cost for social security charges are estimated to approximately SEK 0.4 million, based on the above assumptions and a social security tax rate of 31.42 percent. The total annual cost for Board LTIP 2018 during the term of the program, including costs according to K3 and social security costs, is therefore estimated to approximately SEK 4.5 million.

The total cost of Board LTIP, including all costs referred to above and social security charges, is estimated to amount to approximately SEK 4.5 million under the above assumptions.

Delivery of shares under Board LTIP 2018

In order to ensure the delivery of shares under Board LTIP 2018, it is proposed that the EGM resolves to issue warrants in accordance with item 14b below.

Proposal regarding issue of warrants (item 14b)

In order to ensure the delivery of shares under Board LTIP 2018, it is proposed that the EGM resolves to issue a maximum of 475,000 warrants, whereupon the Company's share capital may be increased by a maximum of approximately SEK 250,000.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest with the Subsidiary. The reason for the deviation from the shareholders' pre-emptive rights is the implementation of Board LTIP 2018.

The Subsidiary shall be entitled to transfer the warrants to participants in Board LTIP 2018, or a financial intermediary in connection with exercise of the Share Awards.

The warrants shall be issued free of charge. The exercise price for subscription for shares based on the warrants shall correspond to the share's quota value.

For passing of the resolution in accordance with above, the resolution must be supported by shareholders representing a minimum of nine-tenths of the votes cast and the shares at the EGM.

Equity swap agreement with a third party (item 14c)



Should the majority requirement for item 14b above not be met, it is proposed that the EGM resolves that Board LTIP 2018 shall instead be hedged so that the Board of Directors is authorized, on the Company's behalf, to enter into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares of the Company to the participants.

Number of shares and votes

On the date of the notification for the EGM, the total number of shares outstanding in the Company amounts to 15,868,504. The total number of votes amounts to 15,868,504.

Disclosures

At the request of any shareholder and provided that the Board of Directors deems that it can be performed without any significant damage to the Company, the Board of Directors and the CEO will provide information on the circumstances that may impact the assessment of an agenda item, conditions that might influence the assessment of the Company's or a subsidiary's financial situation and the Company's relation to other group companies.

Full proposals for resolutions

The full proposals for the resolutions as well as any other documents which must be available under the Swedish Companies Act, will be available for shareholders, and can be obtained, from the Company's office and on the Company's website, www.vicorepharma.com from 23 July, 2018.

Subscription undertakings

In total, around 61.4 percent of the rights issue is covered through subscription intentions and undertakings.

Vicore Pharma Holding AB (publ)

The Board of Directors