

Company announcement

27 February 2017

Notice convening the Annual General Meeting of NeuroSearch A/S

Pursuant to Articles 8 and 9 of the Articles of Association, notice is hereby given of the Annual General Meeting to be held on

Tuesday, 21 March 2017 at 4.00 pm

at Kromann Reumert, Sundkrogsgade 5, DK-2100 Copenhagen OE with the following agenda:

1. The Board of Director's report on the company's activities during the past year
2. Presentation and adoption of the Annual Report 2016
3. The Board of Director's proposed resolution on the distribution of profits and losses as recorded in the Annual Report as adopted
4. Election of members to the Board of Directors

Pursuant to Article 14 of the Articles of Association, all members of the Board of Directors are up for election. The Board of Directors proposes that all members of the Board of Directors be re-elected.

Information about the candidates are included in this notice and can also be found on the company's website (www.neurosearch.com).

5. Election of auditor(s)

Pursuant to Article 18 of the Articles of Association, the auditor elected by the general meeting is up for election. It is proposed by the Board of Directors to re-elect PricewaterhouseCoopers in accordance with the Audit Committee's (equalling the Board of Directors) recommendation. The Audit Committee has not been influenced by a third party and no clause of a contract entered into with a third party has been imposed upon it, which restricts the general meeting's choice of certain auditors or audit firms.

6. Proposal by the Board of Directors or shareholders

- 6.1. The Board of Directors proposes to amend the company's remuneration policy

The Board of Directors proposes to amend the company's remuneration policy regarding members of the Board of Directors to the following:

"The ordinary members of the Board of Directors receive a fixed base fee as consideration for their Board duties. The Chairman of the Board of Directors receives a fixed fee equaling two times the base fee received by the ordinary Board members. In addition, the Board members may receive a fixed fee for their work on committees established by the Board of Directors and the Board members may receive separate fees for completion of specific projects, e.g. a sale of the company or material assets. The remuneration of



the Board of Directors is determined on the basis of standards in the market and reflects demands to competencies and efforts in light of the scope of their work and the number of board meetings. Each year the general meeting approves the fees to the Board of Directors."

6.2. The Board of Directors proposes to approve the remuneration of the Board of Directors

The Board of Directors proposes that members of the Board of Directors for 2016 are remunerated with a base fee of DKK 250,000. However, the Chairman is remunerated with a fee of DKK 500,000. The base fee for the first quarter in 2017 is set at DKK 62,500 and DKK 125,000 to the Chairman. For the period 1 April 2017 to 31 December 2017 the base fee of the Board of Directors is reduced to 50% of the proportionate fee for 2016, i.e. DKK 125,000 per year for Board members and DKK 250,000 for the Chairman. The base fee is paid monthly in arrears as usual. If prior to the Annual General Meeting in 2018 a take-over offer is made for the company's shares in accordance with section 31 of the Danish Securities Trading Act, the entire Board shall receive a fee of DKK 500,000 to be divided equally between the board members.

7. Any other business

Requirements for adoption

Adoption by the general meeting of items 1-6 of the agenda requires simple majority, cf. Article 13(1) of the Articles of Association.

Share capital and voting rights

The share capital of NeuroSearch A/S is nominally 24,553,947 distributed on 24,553,947 shares of DKK 1. Each share of DKK 1 carries 20 votes.

Registration date

A shareholder's right to participate in the Annual General Meeting and to cast votes is determined in accordance with the number of shares held by such shareholder on Tuesday, 14 March 2017 (the registration date). The shares held by each shareholder are determined on the registration date on the basis of the shareholdings registered in the share register and in accordance with any notices on shareholdings received, but not yet registered, by the company in the share register.

Admission card

Pursuant to Article 12 of the Articles of Association, all shareholders who wish to attend the Annual General Meeting must order admission cards via the company's website, www.neurosearch.com, from NeuroSearch A/S, Strandvejen 60, DK-2900 Hellerup, Ms Anita Milland (telephone: +45 4460 8000 or email: ns@neurosearch.com) or from VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S (telephone: +45 4358 8866 or +45 4358 8893 or email: vpinvestor@vp.dk) no later than Friday, 17 March 2017.

Proxy

Shareholders who are unable to attend the Annual General Meeting may issue a proxy to the Board of Directors or to a third party directly via www.neurosearch.com. The proxy form may also be printed from the website (www.neurosearch.com) or be requested from NeuroSearch A/S. Signed and dated proxies must be received by VP Investor Services A/S no later than Friday, 17 March 2017.

Vote by post

Shareholders may also vote by post. A form for voting by post can be printed from the company's website (www.neurosearch.com) or be requested from NeuroSearch A/S. Signed and dated vote by post must be



received by VP Investor Services A/S no later than Friday, 17 March 2017, at 11.59 p.m. Once a vote by post has been received by VP Investor Services A/S, the vote cannot be revoked by the shareholder.

Documents

As of today the following documents are available at the company's website (www.neurosearch.com):

- The notice convening the Annual General Meeting including the complete proposals
- The documents to be presented at the Annual General Meeting, including the latest audited annual report
- Forms for authorising a proxy or vote by post

Right to ask questions

At the Annual General Meeting, the Board of Directors will answer questions from the shareholders regarding issues relating to the review of the Annual Report, the condition of the company and other questions for consideration at the Annual General Meeting.

Contact person:

Allan Andersen, CEO, +45 4016 3864

About NeuroSearch

NeuroSearch A/S (NEUR) is listed on Nasdaq Copenhagen A/S.





Candidates for the Board of Directors of NeuroSearch A/S

Karin Garre

Danish citizen, born 1957

Position: Executive Head, Psychiatric Center of Copenhagen

Member of the Board of Directors since December 2013 and Chairman of the Board of Directors since December 2013.

Special competencies: Karin Garre is a Medical Doctor and has more than 20 years of wide executive experience from the pharmaceutical industry and she has non-executive experience from, inter alia, StemCare A/S and LTC A/S. Karin Garre has previously held positions as Chief Development Officer and Executive Vice President in NeuroSearch A/S.

Allan Andersen

Danish citizen, born 1945.

Position: CEO, AA Consult ApS and CEO, NeuroSearch A/S.

Member of the Board of Directors since May 1989, chairman of the Board of Directors from January to November 2013.

Allan Andersen is not considered an independent Board member in accordance with the corporate governance recommendations as he has been a member of the Board of Directors for more than 12 years.

CEO of NeuroSearch A/S since 1 December 2013, Executive Director of AA Consult ApS, Executive Director of Allan Consulting EOOD, Executive Director of Provadia Cheese OOD and Executive Director of Jeravna Development EOOD.

Special competencies: Allan Andersen holds more than 30 years of broad experience from different company Boards and has extensive financial knowledge as well as shareholder experience from the biotech industry.

Christian Lundgren

Danish citizen, born 1966.

Position: Attorney-at-law and Partner at the law firm Kromann Reumert.

Member of the Board of Directors since January 2013.

Christian Lundgren is not considered an independent Board member in accordance with the corporate governance recommendations as he and Kromann Reumert are regularly engaged as the Company's lawyer.

Member of the Board of Directors of Det Nissenske Familiefond.

Special competencies: Christian Lundgren holds many years of experience within counselling, restructuring and other transactions relating to listed companies and has intensive knowledge of the biotech business.



Remuneration policy for the Board of Directors and Executive Management (proposed amendments)

1 Introduction

Pursuant to Article 139 of the Danish Companies Act, the Board of Directors of a listed company is required to define general guidelines for the company's incentive pay to the Board of Directors and Executive Management, which must be approved by the general meeting of the company before a specific agreement on incentive pay with any member of the company's Board of Directors or Executive Management is entered into.

According to Recommendations on Corporate Governance the Board of Directors is also recommended to adopt a remuneration policy applicable to the Board of Directors and the Executive Management and that the policy is approved by the general meeting.

This remuneration policy is prepared in accordance with Article 139 of the Danish Companies Act and the Recommendations on Corporate Governance and applies to the members of the Board of Directors and Executive Management of NeuroSearch A/S registered with the Danish Business Authority.

Any agreements between NeuroSearch and the Board of Directors or the Executive Management concerning fixed remuneration or incentive pay must be subject to this policy.

2 Board of Directors

The ordinary members of the Board of Directors receive a fixed base fee as consideration for their Board duties. The Chairman of the Board of Directors receives a fixed fee equalling double the base fee received by the ordinary Board members. In addition, the Board members may receive a fixed fee for their work on committees established by the Board of Directors and the Board members may receive separate fees for completion of specific projects, e.g. a sale of the company or material assets.

The remuneration of the Board of Directors is determined on the basis of standards in the market and reflects demands to competencies and efforts in light of the scope of their work and the number of board meetings.

Each year the general meeting approves the fees to the Board of Directors.

3 Executive Management

3.1 Fixed salary

The aim with the fixed salary of the Executive Management is to attract and retain the best qualified members to the Executive Management. The elements of the fixed remuneration are determined based on market standards and the company's specific needs from time to time.

As a part of the fixed salary the company may offer other standard benefits, such as a company car scheme and free telephone.

The Board of Directors and the Executive Management evaluate the fixed salary annually based on the results from the previous period and with due consideration to the trend within the market standards.



3.2 Incentive pay

To create alignment of interests between the Executive Management and the company's shareholders and to consider both short-term and long-term targets, NeuroSearch considers it expedient to set up incentive plans for the members of its Executive Management. Such incentive plans may only consist of warrants and non-share-based bonus agreements, which may be continuous, one-off and event-based.

3.2.2 Non-share-based instruments

The Board of Directors may enter into agreements with the Executive Management about cash bonus plans. Cash bonus plans consist of a maximum bonus fixed annually which the Executive Management will receive if all targets for the relevant year are met. The maximum cash bonus shall be equivalent to 100% of the fixed salary of each member of the Executive Management. Payment of bonus depends on whether the conditions and targets defined in the agreement have been fully or partly met. This may be personal targets related to the performance of the individual member of the Executive Management or the performance of NeuroSearch.

In exceptional cases, other agreements that may lead to payment of a bonus of up to one year's fixed salary may be made. Such agreements are typically expected to be made so as to take effect upon the occurrence of a specific event, for instance the acquisition of a controlling interest in the company, the completion of a takeover bid, the continuing employment of the Executive Management until a specific point in time, defined either as a date or a period after the occurrence of a specific event.

3.2.3 Change and phase-out of incentive plan

The Board of Directors may change or phase out one or more incentive plans introduced pursuant to this policy. In the evaluation of whether this should be done, the criteria that formed the basis of the establishment of the plan will be taken into account. However, such changes can only be made within the framework of this policy. More extensive changes must be approved by the shareholders.

4. Publication

There is a provision in the company's Articles of Association stating that the shareholders have adopted guidelines for incentive pay for members of the Executive Management pursuant to Article 139 of the Danish Companies Act. This policy will also be published on the company's website.