

Notice convening Annual General Meeting

ALK-Abelló A/S – Wednesday, 13 March 2019 at 16:00 (CET)



 **ALK**

To the shareholders of ALK-Abelló A/S

The Board of Directors is pleased to invite you to the Company's Annual General Meeting to be held on

Wednesday, 13 March 2019 at 16:00 (CET)

at ALK-Abelló A/S, 1 Bøge Allé, 2970 Hørsholm, Denmark

Agenda with complete proposals

1. Report on the activities of the Company
2. Adoption of the annual report and resolution to discharge the Board of Directors and the Board of Management from their obligations
3. Resolution on the allocation of profit

The Board of Directors proposes that it should be decided, as stated in the approved annual report, that the Company should not pay any ordinary dividend, in line with the Company's growth strategy.

4. Adoption of the remuneration to the Board of Directors for the present year

The Board of Directors proposes that the fees to the Board of Directors shall remain unchanged at DKK 275,000; the Vice Chairman shall receive double, DKK 550,000, and the Chairman shall receive three times the amount, DKK 825,000.

The Board of Directors also proposes that the fees to the board members who are members of a board committee, shall remain unchanged at DKK 100,000. The Chairman of each committee shall receive DKK 150,000 as before.

5. Election of Chairman of the Board of Directors

Pursuant to article 8.2, all members of the Board of Directors are up for election every year.



The Board of Directors proposes the re-election of the Chairman **Steen Riisgaard** due to his specific expertise within management and board work as well as experience in production, R&D and sales and marketing in international companies. Steen Riisgaard is recommended as an independent member of the Board in accordance with point 3.2.1 of the Danish Recommendations on Corporate Governance. Steen Riisgaard has been a member of the Board of Directors since 2011.

6. Election of Vice Chairman of the Board of Directors



The Board of Directors proposes the re-election of Vice Chairman **Lene Skole** due to her experience in management, financial and economic expertise, as well as experience in strategy and communication in international companies. Lene Skole is CEO of the Lundbeck Foundation and is recommended as a non-independent member of the Board in accordance with point 3.2.1 of the Danish Recommendations on Corporate Governance. Lene Skole has been a member of the Board of Directors since 2014.

7. Election of other members of the Board of Directors

The Board of Directors proposes the re-election of:



Lars Holmqvist

due to his experience in management, finance, sales and marketing in international life science companies, including med-tech and pharmaceutical companies. Lars Holmqvist is on the Board of the Lundbeck Foundation and is recommended as a non-independent member of the Board in accordance with point 3.2.1 of the Danish Recommendations on Corporate Governance. Lars Holmqvist has been a member of the Board of Directors since 2015.



Gonzalo De Miquel

due to his experience in R&D including significant global drug development experience and more than 20 years spent in the pharma industry. Gonzalo De Miquel is recommended as an independent member of the Board in accordance with point 3.2.1 of the Danish Recommendations on Corporate Governance. Gonzalo De Miquel has been a member of the Board of Directors since 2018.



Jakob Riis

due to his experience in management, sales and marketing in the international pharmaceutical industry. Jakob Riis is CEO of Falck A/S. The Lundbeck Foundation is majority shareholder of Falck and Jakob Riis is therefore recommended as a non-independent member of the Board in accordance with point 3.2.1 of the Danish Recommendations on Corporate Governance. Jakob Riis has been a member of the Board of Directors since 2013.

The Board of Directors proposes the new election of:



Vincent Warnery

(born in 1968, French citizen) due to his considerable experience in management, sales and marketing in the international consumer healthcare industry. Vincent Warnery is a member of the board of management of Beiersdorf in charge of Selective and Pharmacy brands. From 2011 to 2017 he was with Sanofi as Senior Vice President and Global Head of Consumer Health Care Business Unit. In the past, Vincent Warnery has been with Procter & Gamble in France and from 1996 to 2011 he was working with L'Oreal as General Manager in Portugal, Germany, Latin America, Japan and France. Vincent Warnery holds an MBA degree (1991) from Ecole Supérieure des Sciences Economiques et Commerciales (ESSEC) ranked among the top graduate schools in France. Vincent Warnery is recommended as an independent member of the Board in accordance with point 3.2.1 of the Danish Recommendations on Corporate Governance.

For further information about the individual Board members, including their directorships in other commercial enterprises, reference is made to ALK's website and/or the annual report.

Endeavours are made to ensure that the Board of ALK-Abelló A/S is made up of persons with the international managerial, financial, pharmaceutical, production and R&D expertise needed to safeguard the interests of the Company and thereby of the shareholders in the best possible way. The Board of Directors believes that the proposed candidates satisfy these criteria.

8. Appointment of auditor

The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be re-appointed. The proposal is based on a recommendation from the Audit Committee, and it is not influenced by third parties and has not been driven by any agreement with a third party that could restrict the choice of the General Meeting to certain auditors or audit companies.

9. Proposals from the Board of Directors

(a) Renewal of authority to the Board of Directors to purchase treasury shares

The Board of Directors proposes that it be authorised for the period until 12 March 2024 to permit the Company to acquire own B shares on a regular basis for a nominal value of up to DKK 11,141,196 (equivalent to 10% of the share capital). Such shares may only be acquired for an amount that, together with the treasury shares already held by the Company, at no time exceeds a nominal value of 10% of the share capital. The consideration for such shares may not deviate by more than 10% from the official quoted price of the B shares on NASDAQ Copenhagen on the date of acquisition.

(b) Amendment of the guidelines for incentive pay to the Board of Directors and the Board of Management

The Board of Directors proposes that the guidelines for incentive pay to the Board of Directors and the Board of Management be amended to allow the inclusion of CFO Søren Jelert, who joined ALK on 1 January 2018, in the existing ordinary LTI programme covering the strategy period 2018-20 (2017 LTI programme), on the terms applicable to the other members of the Board of Management.

The suggested amendment of the guidelines for incentive pay can be seen in a proposed draft of the amended guidelines for incentive pay to the Board of Directors and the Board of Management and is available on the company's website <https://ir.alk.net/agm>

(c) Authorisation to the chairman of the meeting

The Board of Directors proposes that the General Meeting authorises the chairman of the meeting, with power of delegation, to make such changes in and supplements to the resolutions adopted at the General Meeting and to the notification hereof as may be required by the Danish Business Authority or other authorities in connection with the registration of the amendments adopted, and to continuously make and notify linguistic and other amendments with no impact on content in the Company's Articles of Association.

Registration and voting

Majority requirements

The agenda proposals under items 1-9(b) must be adopted by a simple majority of the votes cast, cf. article 5.12 of the Articles of Association. The agenda proposal under item 9(c) must be adopted by at least two-thirds of the votes cast and of the proportion of the share capital represented at the General Meeting, cf. article 5.12 of the Articles of Association and Section 106(1) of the Danish Companies Act.

Record date

A shareholder's right to attend and vote at the Annual General Meeting is determined relative to the shares held by the shareholder on the record date, which is **Wednesday, 6 March 2019 at 23:59 (CET)**.

Request for admission tickets

Admission tickets will be issued to anyone who, according to the register of shareholders, is registered as a shareholder on the record date, or from whom the Company has received due notice as of the record date for entry into the register of shareholders.

Pursuant to the Articles of Association, requests for admission tickets for the Annual General Meeting must be made no later than **Friday, 8 March 2019 at 23:59 (CET)**. Admission tickets may be requested in one of the following ways:

- by electronic registration at ALK's InvestorPortal: <https://ir.alk.net/agm> or on the website of VP Investor Services A/S: www.vp.dk/agm (please remember to state your VP custody account number. The number is pre-printed on the registration form). When you have registered, you will receive an electronic admission ticket. Please bring the electronic admission ticket on your smartphone or tablet. You can also bring a printout of the admission ticket if you so prefer or have it sent by mail; or
- by sending the registration form duly filled in and signed by mail to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark or by returning a scanned copy of the registration form by e-mail to vpinvestor@vp.dk; or
- by calling VP Investor Services A/S on tel +45 4358 8891. Please remember to have your VP custody account number ready before making the call.

Any admission tickets requested will normally be sent before the Annual General Meeting to the address or e-mail recorded in the Company's register of shareholders.

Admission tickets requested that have not been received by ordinary mail or electronically may be picked up as of Wednesday, 13 March 2019 at 15:00 (CET) at the venue of the Annual General Meeting. If you have forgotten to bring your admission ticket, you can gain access to the Annual General Meeting by presenting proof of identity.

You will receive voting papers upon registration of your arrival at the Annual General Meeting.

Proxy form/postal vote form

Shareholders who are unable to attend the Annual General Meeting may vote by proxy or by postal vote as follows:

- by appointing **a named third party as your proxy**. Your proxy will then receive an admission ticket from VP Investor Services A/S, which must be brought to the Annual General Meeting; or
- by appointing **the Board of Directors as your proxy**. In that case, your votes will be used in accordance with the recommendations of the Board of Directors; or
- by appointing **the Board of Directors as your proxy to vote as indicated by you** by ticking how you want your votes to be cast; or
- by casting **a postal vote**.

For our international shareholders in particular, we would like to point out that the right to attend and to vote by proxy must be duly demonstrated. If due documentation cannot be produced at the Annual General Meeting itself, access and/or voting rights may be denied according to the circumstances.

If you choose to appoint a proxy or cast a postal vote, the proxy form or the postal vote form must be sent by mail to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark or scanned and sent by e-mail to vpinvestor@vp.dk to be received by VP Investor Services A/S no later than **Friday, 8 March 2019 at 23:59 (CET)**. Please note that you can vote *either* by proxy *or* by postal vote; you cannot do both.

If, instead, you wish to **appoint a proxy or cast a postal vote online**, you can go to www.vp.dk/agm belonging to VP Investor Services A/S or to <https://ir.alk.net/agm> and appoint your proxy or cast your postal vote **on or before Friday, 8 March 2019 at 23:59 (CET)**. Please note that to appoint a proxy or cast a postal vote online, you must already have access to net banking services in Denmark or use a VP-ID with a VP code.

Shareholder information

The share capital of the Company has a total nominal value of DKK 111,411,960, of which DKK 9,207,600 is in A shares, DKK 920,760 is in AA-shares and DKK 101,283,600 is in B shares.

The Company's share capital is divided into shares with a nominal value of DKK 10 each. Each A share of DKK 10 nominal value carries ten votes, each AA share of DKK 10 nominal value carries ten votes, and each B share of DKK 10 nominal value carries one vote.

The following material will be available for inspection at the Company's offices not later than three weeks before the date of the Annual General Meeting and will during the same period be available on the Company's website: <https://ir.alk.net/agm>

- The notice convening the general meeting
- The total number of shares and votes as at the date the general meeting is convened, including the total number for each share class
- The documents to be presented at the general meeting, including the latest audited annual report
- The agenda and the complete proposals
- Forms to be used for voting by proxy and by postal vote
- Draft for updated guidelines for incentive pay to the Board of Directors and the Board of Management

Questions from the shareholders

Shareholders may ask questions about the agenda or documents etc. for use at the Annual General Meeting up to the date of the meeting by writing to ALK-Abelló A/S, Bøge Allé 6-8, 2970 Hørsholm, Denmark or e-mailing hksdk@alk.net and kfadk@alk.net.

The Annual General Meeting will be conducted in Danish.

Light refreshments will be served after the meeting.

Hørsholm, 14 February 2019

The Board of Directors of ALK-Abelló A/S

Practical information

If you arrive by car, there is free parking in the parking lot in front of ALK's premises at Bøge Allé 1 in Hørsholm.

The following busses stop near ALK:

Bus line 15E stops at Bøge Allé. The bus stop is approximately 150 m from the venue. Last 15E bus leaves at 17:39 from Bøge Allé.

Bus line 500S stops on Frederiksborgvej by Mariehøj Allé. The bus stop is approximately 200 m from the venue.

Bus lines 150S and 354 stop on Hørsholm Kongevej by Venlighedsvej. The bus stop is approximately 900 m from the venue.

