

## Minutes from Extraordinary General Meeting

Company	Karolinska Development AB (publ) (CIN 556707-5048)
Date	November 28, 2017
Place	Solna

### 1. Opening of the meeting

The meeting was declared opened by the chairman of the board of directors', Niclas Adler.

### 2. Election of chairman of the meeting

It was resolved to appoint lawyer Johan Hessius as chairman of the meeting. It was noted that Ulf Richenberg, General Counsel at Karolinska Development, had been appointed to keep the minutes at the meeting.

### 3. Preparation and approval of the voting list

The voting list for the meeting was approved, **Appendix 1**. It was noted that five members of the board of directors', representing a quorum, and the CEO, were present. It was approved that persons not being shareholders in the company (such as employees of the company) and shareholders that had not notified the company of their participation or not had shares registered with a nominee temporarily registered in their own name within the stipulated time frame should be entitled to participate in the meeting.

### 4. Approval of the agenda

It was resolved to approve the agenda in accordance with the notice of the meeting.

### 5. Election of one or two persons to verify the minutes

It was resolved to elect one person to verify the minutes and that the chairman together with Peter Lundkvist, representing Tredje AP-fonden, should verify the minutes.

### 6. Determination of whether the meeting was duly convened

It was noted that the notice of the meeting had been published in *Post- och Inrikes Tidningar* on November 6, 2017, and that information that the notice had been issued was published on the same date in *Svenska Dagbladet*. The notice has also been available on the company's website since November 3, 2017.

The meeting was declared duly convened.

### 7. Election of new member of the board of directors

The chairman of the nomination committee, Peter Lundkvist, presented that the nomination committee's previously proposed new member of the board of directors with short notice had informed that she, due to personal reasons, was no longer available for election. The chairman of the nomination committee presented the proposal of the nomination committee regarding election of a new member of the board of directors.

It was noted that information regarding positions in other companies held by the proposed director was presented.

It was resolved, in accordance with the nomination committee's proposal, to elect Miss Theresa Tse as ordinary member of the board of directors until the end of the next Annual General Meeting. The composition of the board of directors meets the independence requirement of the Swedish Corporate Governance Code. It was noted that Sveriges Aktiesparares Riksförbund refrained from voting.

**8. Resolution on approval of issue of shares in the subsidiary Umecrine Cognition AB**

It was resolved to approve, in accordance with Chapter 16 of the Swedish Companies Act, a new issue of shares by Umecrine Cognition AB directed to a person closely related to a member of the board of directors of Umecrine Cognition, **Appendix 2**.

It was noted that the resolution was made with the required majority and that Sveriges Aktiesparares Riksförbund voted against the proposal.

**9. Closing of the meeting**

The meeting was closed.

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*Keeping minutes*

*Verified*

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Ulf Richenberg

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Johan Hessius

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Peter Lundkvist