

Ordinær generalforsamling i Forward Pharma A/S

INDKALDELSE TIL ORDINÆR GENERALFORSAMLING

Den ordinære generalforsamling i Forward Pharma A/S afholdes

Torsdag den 8. juni 2023, kl. 14.00

på selskabets adresse, Østergade 24A, 1. sal, 1100 København K, Danmark.

DAGSORDEN

- (a) Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår,
- (b) Fremlæggelse og godkendelse af revideret årsrapport,
- (c) Anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport,
- (d) Meddelelse af decharge til bestyrelsen og direktionen,
- (e) Valg af medlemmer til bestyrelsen,
- (f) Valg af revisor,
- (g) Forslag om ændring af vedtægter, og
- (h) Eventuelt.

UDDYBELSE AF PUNKTERNE PÅ DAGSORDENEN

Punkt (b):

Bestyrelsen foreslår, at den reviderede årsrapport for 2022 godkendes af generalforsamlingen.

Punkt (c):

Bestyrelsen foreslår, at resultatet for regnskabsåret 2022 overføres til næste regnskabsår.

Punkt (d):

Bestyrelsen foreslår, at der meddeles decharge til bestyrelsen og direktionen.

Punkt (e):

Hele bestyrelsen, bestående af Florian Schönharting (formand), Duncan Charles McNaught Moore, Torsten Goesch, Grant Hellier Lawrence og Jakob Mosegaard Larsen er på valg. Bestyrelsen foreslår genvalg af alle bestyrelsesmedlemmer. Nærmere information om kandidaternes uddannelse, kompetencer og erfaring fremgår af Bilag 1 (på engelsk).

Punkt (f):

I henhold til punkt 13.1 i vedtægterne vælges selskabets revisor for ét år ad gangen. Bestyrelsen foreslår, at PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR-nr. 33771231, vælges som selskabets nye revisor.

Punkt (g):

Bestyrelsen foreslår følgende ændringer til vedtægterne:

- (a) Vedtægternes punkter 3.5A og 3.5B udgår, hvorved vedtægternes punkter 3.5C og 3.5D bliver henholdsvis punkt 3.5A og 3.5B.

(b) I vedtægternes punkt 3.6 forlænges bemyndigelsens varighed fra "1. maj 2024" til "1. maj 2028".

(c) Vedtægternes punkt 4.2 ændres til følgende:

"Bestyrelsen er i perioden indtil 1. maj 2028 bemyndiget til at lade Selskabet erhverve egne aktier i et omfang således, at den pålydende værdi af Selskabets samlede beholdning af egne aktier ikke på noget tidspunkt overstiger 10 procent af aktiekapitalen, forudsat at vederlaget for aktierne ikke overstiger aktiernes markedsværdi. Autorisationen kan benyttes til at (i) erhverve egne aktier direkte, og/eller (ii) erhverve American Depositary Shares som derefter kan overleveres til depotbanken mod levering af de underliggende aktier repræsenteret af American Depositary Shares."

(d) Vedtægternes punkt 5.3 ændres til følgende:

"Selskabets ordinære generalforsamling afholdes i så god tid, at den reviderede og godkendte årsrapport kan indsendes rettidigt til Erhvervsstyrelsen."

(e) Vedtægternes punkt 5.5, 2 sætning ændres til følgende:

"Indkaldelsen offentliggøres på selskabets hjemmeside"

Punkt (h):

Ingen beslutninger eller forslag kan vedtages under punkt (h).

YDERLIGERE INFORMATION

Majoritetskrav

Alle forslag på dagsordenen under pkt. (b) – (d) kan besluttes ved simpelt stemmeflertal, alle forslag på dagsordenen under pkt. (e) - (f) kan besluttes ved relativt flertal, og forslag under dagsordenens punkt (g) kan besluttes ved mindst to tredjedele af såvel de afgivne stemmer som af den på generalforsamlingen repræsenterede aktiekapital.

Aktiekapital

Selskabets nuværende aktiekapital udgør DKK 1.013.735,62 fordelt på 101.373.562 aktier à nominelt DKK 0,01. Hvert aktiebeløb på nominelt DKK 0,01 giver én stemme.

Registreringsdato

Registreringsdatoen er torsdag den 1. juni 2023 ved dagens udløb.

Deltagelse og stemmerettigheder

En aktionærs ret til at deltage i og stemme på den ordinære generalforsamling fastlægges på baggrund af de aktier, som aktionæren besidder på registreringsdatoen.

De aktier, den enkelte aktionær besidder på registreringsdatoen, opgøres på baggrund af (i) antallet af aktier registreret i selskabets ejerbog samt (ii) eventuelle meddelelser om ejerforhold, som selskabet har modtaget, men som endnu ikke er indført i ejerbogen.

Deltagelse er betinget af, at aktionæren rettidigt har rekvireret et adgangskort.

Rekvirering af adgangskort

Adgang til den ordinære generalforsamling er betinget af, at aktionæren har rekvireret et adgangskort senest fredag den 2. juni 2023 ved dagens udløb.

Adgangskort til den ordinære generalforsamling kan rekvireres:

- ved at kontakte Forward Pharma A/S pr. telefon +45 33 44 42 42, eller
- ved at returnere vedlagte bestillingsformular i udfyldt og underskrevet stand pr. e-mail til cbs@forward-pharma.com eller pr. almindelig post til Forward Pharma A/S, Østergade 24A, 1, 1100 København K, Danmark.

Afgivelse af fuldmagt

Stemmefuldmagter skal være indsendt senest onsdag den 7. juni 2023 ved dagens udløb.

Afgivelse af stemmefuldmagt kan ske:

- ved at returnere vedlagte fuldmagtsformular i udfyldt og underskrevet stand pr. e-mail til cbs@forward-pharma.com eller pr. almindelig post til Forward Pharma A/S, Østergade 24A, 1, 1100 København K, Danmark.

Fra aktionærer, der er forhindret i at deltage i generalforsamlingen, modtager bestyrelsen gerne en fuldmagt til at afgive de stemmer, der er tilknyttet til aktierne, for at blive bekendt med aktionærernes stillingtagen til dagsordenens forskellige punkter.

I henhold til dansk lovgivning er en fuldmagt udstedt til bestyrelsen til brug for generalforsamlingen kun gyldig, hvis den er skriftlig.

Afgivelse af brevstemme

Aktionærer kan brevstemme indtil senest onsdag den 7. juni 2023 ved dagens udløb:

- ved at returnere vedlagte brevstemmeformular i udfyldt og underskrevet stand pr. e-mail til cbs@forward-pharma.com eller pr. almindelig post til Forward Pharma A/S, Østergade 24A, 1, 1100 København K, Danmark.

Brevstemmer kan ikke tilbagekaldes.

Information på hjemmesiden

Yderligere oplysninger om generalforsamlingen vil være tilgængelige på www.forward-pharma.com → 'Investors' til og med datoen for den ordinære generalforsamling, herunder:

- Indkaldelsen,
- Oversigt over det samlede antal aktier og stemmerettigheder på datoen for indkaldelsen,

- De dokumenter, der skal fremlægges på generalforsamlingen,
- Dagsordenen og de fuldstændige forslag samt revideret årsrapport,
- De formularer, der skal anvendes ved stemmeafgivelse pr. fuldmagt eller skriftligt ved brevstemme.

17. maj 2023

Bestyrelsen i Forward Pharma A/S

Bilag 1

Florian Schönharting

Mr. Schönharting is currently the chairman of our board of directors and has served on the board since our incorporation in July 2005. Mr. Schönharting is our co-founder. He has also founded or co-founded several other biopharmaceutical companies, including Genmab A/S, Veloxis A/S (f/k/a Life Cycle Pharma A/S), Zealand Pharma A/S, Acadia Pharmaceuticals Inc, and GH Research PLC. Mr. Schönharting has more than 25 years of investment executive experience in public and private equity funds involved in the biopharmaceutical industry. He actively managed BI Healthcare SICAV and BI Bioteknologi SICAV for eight years. Mr. Schönharting currently manages the following funds and certain affiliates of these funds: NB Public Equity K/S, Nordic Biotech K/S, Nordic Biotech Opportunity Fund K/S, NB FP Investment K/S and NB FP Investment II K/S. Mr. Schönharting has an M.Sc. (Econ) from Copenhagen Business School.

Duncan Moore

Dr. Moore has served on our board of directors since May 2016. Dr. Moore is a partner at East West Capital Partners since May 2008. Previously, Dr. Moore was a top-ranked pharmaceutical analyst at Morgan Stanley from 1991 to 2008 and was a Managing Director from 1997 to 2008 leading the firm's global healthcare equity research team. Whilst at the University of Cambridge, he co-founded a medical diagnostics company called Ultra Clone with two colleagues which led to the beginnings of a 20-year career in healthcare capital markets analysis. In 1986, he was involved in setting up the BankInvest biotechnology funds and was on its scientific advisory board. Dr. Moore was educated in Edinburgh and went to the University of Leeds where he studied Biochemistry and Microbiology. He has a M.Phil. and Ph.D. from the University of Cambridge where he was also a post-doctoral research fellow. Currently, he is an active investor in biomedical companies as Chairman of Lamellar Biomedical and Allarity Therapeutics A/S (previously Oncology Venture A/S). In addition, he has a board position at GH Research PLC, Cycle Pharma and Braidlock Limited. He is also the Chairman of the Scottish Life Sciences Association and serves on the Board of Governors of Merchiston Castle School in Edinburgh and the International School in Shenzhen in the Peoples Republic of China.

Torsten Goesch

Dr. Goesch has served on our board of directors since June 2006. He has also been the director of Rosetta Capital I, LP a secondary life sciences investor since 2002. In this function, Dr. Goesch is responsible for the management of several Rosetta Capital I, LP investments and has served as a member of the board of directors of many biopharmaceutical companies, including Enobia Ltd and Cytochroma Ltd. Dr. Goesch is also the founder and former Managing Director of TRG Invest, a Munich-based consulting business serving companies in the life science sector. Additionally, Dr. Goesch served as the General Manager for the German Speaking Countries at Biogen from 1997 to 1999, and before that was the Commercial Head of Merck KGaA's worldwide generics drug business,

Merck Generics. He practiced as a physician of internal medicine at the University Hospital Hamburg-Eppendorf from 1988 to 1990, focusing on nephrology, immunology and oncology. Dr. Goesch has a Master of Management from the J.L. Kellogg Graduate School of Management at Northwestern University, as well as an M.D. and Ph.D. from Heinrich Heine University Dusseldorf.

Grant Hellier Lawrence

Mr. Lawrence has served on our board of directors since July 2015. Mr. Lawrence is currently CFO of AJ Vaccines, a position he has held since January 2021. Prior to this he spent 15 years with Thermo Fisher Scientific in a number a senior financial positions. He has more than 25 years of financial and information technology management experience within global life science manufacturing and commercial companies, where he has provided overall leadership and strategic direction with a proven record of driving sustained business and financial performance. Prior to joining Thermo Fisher Scientific, Mr. Lawrence worked for FMC and Pioneer Electronic Corporation. Mr. Lawrence graduated from the University of South Africa with a Bachelor of Commerce Degree in Accounting and Business Administration (1989) and a Diploma in Mechanical Engineering (1984).

Jakob Mosegaard Larsen

Mr. Larsen has served on our board of directors since July 2015. Mr. Larsen is currently a partner at Copenhagen-based law firm Mazanti-Andersen Advokatpartnerselskab LLP. Prior to January 1, 2016, Mr. Larsen was a Partner at Copenhagen-based the law firm Nielsen Nørager Law Firm LLP. Mr. Larsen serves as a trusted advisor of Danish and international private equity and venture fund managers. He has several years of experience acting as a legal adviser of biotech and life science companies. Mr. Larsen is chairman of the Legal Committee of Active Owners Denmark (previously the Danish Venture Capital and Private Equity Association). He graduated from Copenhagen University with a Master's Degree in Law and holds an executive MBA from Copenhagen Business School. From 2005 to December 31, 2015 (or for those entities that were established after 2005, since their inception), Nielsen Nørager Law Firm LLP acted as our Danish legal counsel and legal counsel to the Nordic Biotech funds that currently are our shareholders, and the advisory company and the general partners of those funds. Subsequent to December 31, 2015, Mazanti-Andersen Advokatpartnerselskab LLP has become our Danish legal counsel and legal counsel to the Nordic Biotech funds, the advisory company and the general partners of those funds. As a former partner in Nielsen Nørager Law Firm LLP and now as a partner at Mazanti-Andersen Advokatpartnerselskab LLP, Mr. Larsen has been and remains extensively involved in the provision of these legal services. Since 2011, Mr. Larsen has also served as a member of the board of directors of the advisory company of two of the Nordic Biotech funds that currently are our shareholders. Mr. Larsen serves on our board of directors in his individual capacity and not as a representative of any of the law firms.