



**NeuroSearch A/S' Annual General Meeting Monday, 29 April 2019 at 10.00 am
at Kromann Reumert, Sundkrogsgade 5, 2100 København Ø**

I, the undersigned

Name of shareholder: _____
 Address: _____
 Zip code and city: _____
 Custody account no. or VP reference: _____

hereby grant authority to attend and vote on my behalf at the Annual General Meeting of NeuroSearch A/S called for Monday, 29 April 2019 at 10.00 am as set out below:

Please mark the appropriate box (A), (B) or (C) below, or grant a proxy directly on www.vp.dk/en/agm or www.neurosearch.com:

- A) Proxy is given to an identified third person: _____
or (name and address of the proxyholder in capital letters)
 B) Proxy is given to the Board of Directors (or order) to vote in accordance with the recommendations of the Board
or of Directors as stated in the table below.
 C) Proxy is given to the Board of Directors (or order) to vote in accordance with the voting directions given below.
 Please mark the box "FOR", "AGAINST" or "ABSTAIN" to indicate your directions.

Items on the agenda (the full agenda is included in the notice of the meeting)	FOR	AGAINST	ABSTAIN	The Board's recommendation
1. The Board of Directors' report on the company's activities during the past year.....	■	■	■	-
2. Presentation and adoption of the Annual Report 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
3. The Board of Directors' proposed resolution on the distribution of profits and losses as recorded in the Annual Report as adopted.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4. Proposal by the Board of Directors or shareholders				
4.1 Proposals from the Board of Directors as per agreement with Nordic Transport Group Holding A/S				
a. Proposal to authorise the Board of Directors to increase the share capital by issuance of bonus shares to the company's shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
b. Proposal to authorise the Board of Directors to increase the share capital without pre-emption right for the existing shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
c. Proposal to authorise the Board of Directors to issue warrants.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
d. Proposal to amend the nominal value of the company's shares.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
e. Proposal to authorise the Board of Directors to repurchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
f. Proposal to register "NTG A/S" as the company's secondary name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
g. Proposal to amend the company's objects as set out in the Articles of Association.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
h. Proposal to amend the power to bind the company.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4.2 Proposal from the Board of Directors				
a. Proposal to approve the remuneration of the Board of Directors.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
5. Election of members to the Board of Directors				
a. Re-election of Allan Andersen	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
b. Re-election of Mikkel Primdal Kæregaard	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
c. Election of Jesper Præstengaard	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
6. Election of auditor				
a. Re-election of PricewaterhouseCoopers	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
7. Any other business				

A proxy that has only been dated and signed shall be considered as having been given in accordance with the recommendations of the Board of Directors as they appear in the table above.

The proxy shall apply to all subjects discussed at the Annual General Meeting. If new proposals are presented and put to the vote, including proposals for amendments or candidates not appearing on the agenda, the proxyholder shall vote on your behalf in accordance with his or her own convictions. The proxy applies to the number of shares in the possession of the undersigned on the date of registration, Monday, 22 April 2019. The shareholding is calculated on the basis of the entry in the Company's register of shareholders and notifications on ownership that the Company has received, but has not yet entered in the register of shareholders.

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Signature

This proxy form must be lodged with VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, no later than **Thursday 25 April 2019 at 11.59 pm** either by email: vpinvestor@vp.dk or by returning this form. If you hold a Danish electronic signature proxies may also be granted electronically on the website of VP Investor Services at www.vp.dk/agm or at www.neurosearch.com.