



**NeuroSearch A/S' Annual General Meeting Tuesday 19 April 2016 at 4.00 pm
at PwC, Strandvejen 44, DK-2900 Hellerup**

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 Tuesday 19 April 2016 at 4.00 pm as set out below:

Please mark the appropriate box (A), (B) or (C) below, or grant a proxy directly on www.uk.vp.dk/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 of Director as stated in the table below.
 or
 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 2015	<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. Election of members to the Board of Directors:.....	■	■	■	-
a. Re-election of Karin Garre	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
b. Re-election of Allan Andersen	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
c. Re-election of Christian Lundgren	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
5. Election of auditor:.....	■	■	■	-
a. Re-election of PricewaterhouseCoopers	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
6. Proposal by the Board of Directors or shareholders:	■	■	■	-
6.1 The Board of Directors proposes to amend the company's Articles of Association, so the company's shares are converted from bearer shares to registered shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
6.2 The Board of Directors proposes to delete certain discharged Articles. The Board of Directors proposes that Article 4(e) and 4(g) are deleted	<input type="checkbox"/>	<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, 12 April 2016. 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.

_____ | 2 | 0 | 1 | 6 | _____

Signature