



**NeuroSearch A/S' Extraordinary General Meeting Monday, 7 October 2019 at 07.00 pm  
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 Extraordinary General Meeting of NeuroSearch A/S called for Monday, 7 October 2019 at 07.00 pm as set out below:

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

<b>Items on the agenda (the full agenda is included in the notice of the meeting)</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>The Board's recommendation</b>
1. Proposal to reduce the company's share capital by DKK 7.00 by provision to a special reserve and to amend Article 3 of the Articles of Association accordingly.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
2. Election of members to the Board of Directors				
a. Election of Eivind Drachmann Kolding .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
b. Election of Jørgen Hansen .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
c. Election of Stefan Ingemar Pettersson .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
d. Election of Ulrik Ross.....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
e. Election of Finn Skovbo Pedersen .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
f. Election of Peter Grubert .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
g. Election of Michael Larsen.....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
h. Re-election of Jesper Præstengaard .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
3. Change of the company's name to NTG Nordic Transport Group A/S and deletion of the company's secondary name and corresponding amendment to Article 1 of the Articles of Association.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4. Proposal to amend the Articles of Association to the effect that all references to "www.neurosearch.com" are deleted and the reference to "ns@neurosearch.com" is changed to "shareholder@ntg.dk"				
a. that Article 8(4) is amended to: "General meetings shall be advertised on the corporate website and in the computer information system of the Danish Business Authority (Erhvervsstyrelsen). Furthermore, all shareholders registered in the company's register of shareholders, who have so requested, shall be convened in writing via email. The convening notice sent by email to shareholders on request may direct the shareholder to the company's website for further information and access to the documents listed in Article 8(6)" .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
b. that Article 12(4) is amended to: "Voting rights may be exercised by written proxy or by voting by letter and the company must make such forms available on the company website no later than 3 weeks prior to the general meeting. A vote by letter must be received by the company no later than 3 days prior to the general meeting in order to be considered at the general meeting" .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
c. that Article 16 is amended to: "Guidelines for incentive payment to the members of the Board of Directors and the Executive Management have been adopted. The guidelines are available on the corporate website" .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
d. that Article 20 is amended to: "All communication from the company to each individual shareholder shall take place by electronic means by email and general meeting convening notices shall be accessible to the shareholders on the company's website, unless otherwise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR



**NeuroSearch A/S' Extraordinary General Meeting Monday, 7 October 2019 at 07.00 pm  
at Kromann Reumert, Sundkrogsgade 5, 2100 København Ø**

<p>provided for by law. The company may, however, in any given situation choose to communicate to its shareholders by regular mail as an alternative to electronic communication.</p> <p>The company requests its shareholders to provide an email address to which notices, etc., may be sent. The shareholders shall be responsible for ensuring that the company has the correct electronic contact information at all times. All communication from the shareholders to the company shall take place by electronic means by email to the email address <a href="mailto:shareholder@ntg.dk">shareholder@ntg.dk</a>. Further information about the system requirements and the procedure for electronic communication is available to the shareholders on the company's website" .....</p>					
5. Change of the external registrar keeping the company's register of shareholders to Computershare A/S and corresponding amendment to Article 7 of the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		FOR
6. Change of the company's corporate language to English and corresponding amendment to the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		FOR
7. Proposal to have future company announcements prepared in English only and corresponding amendment to the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		FOR
8. Approval of new remuneration policy and guidelines on incentive-based remuneration .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		FOR

**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 Extraordinary 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, 30 September 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.

| | | | | 2 | 0 | 1 | 9 |

\_\_\_\_\_  
Signature