



Notice of Annual General Meeting in Moberg Derma AB (publ)

Shareholders in Moberg Derma AB (publ) (reg. no. 556697-7426) (the “**Company**”) are hereby convened to the Annual General Meeting on Monday, April 23, 2012 at 5:30 p.m. in the Company’s premises in Bromma, address Gustavslundsvägen 42, 5 tr, 167 51 Bromma (Alviks torg), Sweden.

Attendance at the Annual General Meeting

Shareholders who wish to participate in the Annual General Meeting must:

- Be recorded in the share register maintained by Euroclear Sweden AB (“**Euroclear**”), on Tuesday, April 17, 2012, and
- Give notice of attendance to the Company under address: Moberg Derma AB (publ), Gustavslundsvägen 42, 5 tr, 167 51 Bromma, att. Anna Ljung or by e-mail to anna.ljung@mobergderma.se, at the latest on Tuesday, April 17, 2012 at 4:00 p.m.

When giving notice of attendance, shareholders must state their name, civil registration number or corporate registration number, address, telephone number and, where applicable, number of accompanying assistants (no more than two). Shareholders can participate and vote at the Meeting personally or by proxy. Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to participate in the Annual General Meeting, with the help of the nominee, re-register their shares in their own names in the share register maintained by Euroclear, so that they are registered on Tuesday, April 17, 2012.

Shareholders represented by proxy should submit a power of attorney in original, along with other authorization documents, when giving notice of attendance to the Annual General Meeting. A power of attorney may be valid for up to five years from issuance. The Company provides forms of power of attorney on the Company’s website www.mobergderma.se. Representatives of legal persons must present a copy of the legal person’s certificate of registration or other equivalent document demonstrating the right to act on behalf of the legal person.

Number of shares and votes

As per the date of this notice, there are a total of 9,079,020 shares and votes in the Company. The Company holds no own shares.

Proposed agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting and person to keep the minutes
3. Preparation and approval of the voting list
4. Election of one or two persons to verify the minutes
5. Determination whether the Meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the audit report as well as the consolidated accounts and the consolidated audit report
8. Speech by the Chief Executive Officer, Peter Wolpert
9. Resolutions on:
 - a) Adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet
 - b) Allocation of the Company’s result according to the adopted balance sheet
 - c) Discharge from liability of the Board members and the Chief Executive Officer
10. Determination of the number of Board members and deputy members
11. Determination of fees to the Board of Directors and Auditors
12. Election of the Board of Directors and Chairman of the Board of Directors
13. Proposal for resolution on principles for establishing the Nomination Committee and its work
14. Proposal for resolution on principles for remuneration of senior executives



15. Proposal for resolution on (i) Employee Stock Option Plan 2012:1 for employees in the Company, (ii) issue of warrants to the subsidiary Moberg Derma Incentives AB for the fulfillment of the Company's commitments under the employee stock option plan, and (iii) approval of transfer of warrants or shares in the Company to employees in the Company etc.
16. Proposal for resolution regarding authorization for the Board of Directors to issue new shares
17. Closing of the Meeting

Proposals for resolution

Election of Chairman of the Meeting (Item 2)

The Nomination Committee of the Company, consisting of Per-Olof Edin, Chairman of the Nomination Committee, representative of Östersjöstiftelsen, and the members Conny Bogentoft, representative of SIX SIS AG, Oscar Ahlgren, representative of Mohammed Al Amoudi, and Mats Pettersson, Chairman of the Board of Directors, proposes that Mats Pettersson be elected as Chairman of the Annual General Meeting.

Resolution on allocation of the Company's result according to the adopted balance sheet (Item 9.b)

The Board of Directors proposes that no dividend should be paid for the fiscal year 2011.

Election of the Board of Directors and Chairman of the Board of Directors and determination of fees to the Board of Directors and Auditors (Items 10, 11 and 12)

The Nomination Committee proposes that the Board of Directors shall consist of seven (7) persons and no Deputies.

The Nomination Committee proposes an aggregate fee to Board members of SEK 1,150,000, of which SEK 300,000 to the Chairman, SEK 250,000 to the Deputy Chairman and SEK 150,000 per member to the other Board members who is not employed by the Company.

The Nomination Committee proposes re-election of the Board members Mats Pettersson, Wenche Rolfsen, Torbjörn Koivisto, Gustaf Lindewald, Peter Rothschild and Peter Wolpert and election of Geert Cauwenbergh as a new member for a term of office extending until the end of the next Annual General Meeting. In addition, the Nomination Committee proposes re-election of Mats Pettersson as Chairman of the Board of Directors. Bertil Karlmark has declined re-election.

Geert Cauwenbergh is born 1954. He has extensive experiences from the pharmaceutical industry and from relevant markets for Moberg Derma AB. He has deep knowledge of and has focused on product development and marketing of dermatology products in Europe and the U.S. He is currently Executive Chairman of ECI Biotech Inc. (U.S.), Managing Partner of Phases123 LLC (U.S.), and Board member of Ablynx (Belgium) and Euroscreen (Belgium). In the past he has served as the Chairman and CEO of Barrier Therapeutics (U.S.) and has held leading positions at Johnson & Johnson in the U.S. Geert Cauwenbergh holds no shares in Moberg Derma AB.

It is noted that at the 2011 Annual General Meeting the auditing firm Ernst & Young AB was appointed as the Company's Auditor with the authorized public accountant Magnus Fagerstedt as Chief Auditor. The mandate runs until the end of the 2015 Annual General Meeting.

The Nomination Committee proposes that fees to the Auditors, for a period until the end of the 2013 Annual General Meeting, are to be paid as per approved invoice.

Proposal for resolution on principles for establishing the Nomination Committee and its work (Item 13)

The Nomination Committee proposes that the Annual General Meeting resolves on a Nomination Committee in accordance with the following principles. The Annual General Meeting assigns the Chairman of the Board of Directors to contact the three largest shareholders in term of votes or owner



groups (hereby referred to both directly-registered shareholders and nominee-registered shareholders), according to a transcript of the share register maintained by Euroclear Sweden AB as per September 30, 2012, each appointing a representative to, besides the Chairman of the Board of Directors, constitute the Nomination Committee for the period until a new Nomination Committee is appointed by mandate from the next Annual General Meeting.

If any of the three largest shareholders or owner groups declines to elect a representative, the fourth largest shareholder or owner group will be asked, and so on, until the Nomination Committee consists of four members. The majority of the members of the Nomination Committee are to be independent of the Company and its executive management. At least one member of the Nomination Committee is to be independent of the Company's largest shareholder in term of votes, or any group of shareholders that act in concert in the governance of the Company. Neither the Chief Executive Officer nor other members of the executive management are to be members of the Nomination Committee. Board members may be members of the Nomination Committee but may not constitute a majority thereof. If more than one Board member is on the Nomination Committee, no more than one of these may be dependent of a major shareholder in the Company. The Nomination Committee appoints Chairman within the Committee. Neither the Chairman of the Board of Directors nor any other Board member may be Chairman of the Nomination Committee. The names of the members of the Nomination Committee shall be announced no later than six months prior to the 2013 Annual General Meeting. In the event that one of the members of the Nomination Committee resigns before the Committee's work is completed and if the Nomination Committee is of the opinion that there is a need to replace the member, the Nomination Committee shall appoint a new member according to the principles above, but based on a transcript of the share register maintained by Euroclear Sweden AB, as soon as possible after the member has resigned. A change in the composition of the Nomination Committee shall be announced immediately. No fees shall be paid to the members of the Nomination Committee for their work in the Nomination Committee.

The Nomination Committee shall submit proposals on the following issues for resolution by the 2013 Annual General Meeting:

- a) Proposal for Chairman of the Meeting
- b) Proposal for the Board of Directors
- c) Proposal for Chairman of the Board of Directors
- d) Proposal for fees to the Board of Directors, with distribution between the Chairman and other Board members
- e) Proposal for fee to Company Auditors
- f) Proposal for principles for establishing the Nomination Committee for the 2014 Annual General Meeting.

Proposal for resolution on principles for remuneration of senior executives (Item 14)

The Board of Directors proposal for resolution on principles for remuneration of senior executives is consistent with previous years' principles for remuneration and is mainly based on existing contracts between the Company and senior executives.

The Board of Directors proposes that the Meeting resolves to adopt principles for remuneration of senior executives on the following terms:

Moberg Derma shall offer a total compensation at market rate that enables for qualified senior executives to be recruited and retained. The compensation paid to the Chief Executive Officer and other senior executives may consist of basic salary, variable compensation, other benefits and pension benefits. The total compensation is based on the basic salary and must be proportionate to the executive's responsibilities and authority. Variable compensation is capped at 50 per cent of each executive's basic annual salary and is based on results achieved in relation to individually defined qualitative and quantitative targets as well as the Company's result in relation to goals set by the Board of Directors. Pensionable salary comprises only of basic salary. To the extent that Board members perform work for the Company or any other Group Company, besides work in the Board of Directors, consultancy fee at market rate may be paid.



The notice period shall be three months if the senior executive takes the initiative and if the Company takes the initiative between three and nine months. Severance is not paid. The Meeting shall, when applicable, decide on all share and share-price related programs. Allotment shall be made in accordance with the resolution of the Shareholders' Meeting. With the exception of the employee stock options allotted and accrued, and what is provided for under existing employment contracts as referred to above, senior executives are not entitled to any benefits after the termination of the employment/assignment. The Board of Directors shall be entitled to deviate from the above mentioned principles for remuneration of senior executives if there are special reasons.

Proposal for resolution on (i) Employee Stock Option Plan 2012:1 for employees in the Company, (ii) issue of warrants to the subsidiary Moberg Derma Incentives AB for the fulfillment of the Company's commitments under the employee stock option plan, and (iii) approval of transfer of warrants or shares in the Company to employees in the Company etc. (Item 15)

The Board of Directors proposes that the Annual General Meeting (i) resolve to adopt an employee stock option plan for employees in the Company, (ii) resolve on issue of warrants to the Company's wholly-owned subsidiary Moberg Derma Incentives AB, reg. no. 556750-1589, ("**Incentives**") for the fulfillment of the Company's commitments under the employee stock option plan, and (iii) approve transfer of warrants or shares in the Company to employees in the Company.

(i) Employee Stock Option Plan 2012:1

The Board of Directors proposes that the Annual General Meeting resolves to adopt Employee Stock Option Plan 2012:1 on principally the following terms:

The Board of Directors and the Chief Executive Officer are entitled to, within the scope of the employee stock option plan, resolve on allotment of maximum 43,750 employee stock options to key personnel in the Company, whereof a maximum of 7,000 employee stock options per employee in a senior position and a maximum of 750 employee stock options per other employee. The persons that are included in the employee stock option plan have been employed during the two previous years. The Board of Directors and the Chief Executive Officer shall decide which persons shall be included in the categories above based on position, qualification and individual performance. The maximum allotment may be adjusted proportionally based on each person's time as an employee in the Company. The employee stock option plan will not include any senior executives in the Company, with the exception of Lena Pereswetoff-Morath, Vice President Pharmaceutical Innovation & Development, who is proposed to be allotted 15,000 employee stock options. Participants in the employee stock option plan shall be allotted the employee stock options free of charge. The allotment of employee stock options will take place immediately, in connection with the 2012 Annual General Meeting.

Each employee stock option shall entitle the holder to subscribe for one (1) new share in the Company at a subscription price equivalent to 110 per cent of the volume-weighted average price paid for a share in the Company on the NASDAQ OMX Stockholm during ten trading days following the 2012 Annual General Meeting, however never less than the share quotient value. The employee stock options can be used for subscription of new shares from December 31, 2013 until December 31, 2016. The employee stock options are linked to employment in the Company. The employee stock options will be cancelled if the employment in the Company is terminated and the employee at that time had not earned them. The employee stock options earned by the employee before the time of termination shall be used for subscription no later than six months thereafter. The employee stock options are non-transferable.

In view of the above proposed terms, the size of the allotment and other circumstances, the Board of Directors assesses that the proposed employee stock option plan is well-balanced and that it will be beneficial for the Company and its shareholders.

(ii) Issue of warrants to Incentives

In order to secure the Company's commitments under Employee Stock Option Plan 2012:1 the Board of Directors proposes that the Annual General Meeting resolves on an issue of a maximum of 57,496 warrants, whereof a maximum of 13,746 warrants are intended to hedge the costs (mainly social



security contributions or corresponding taxes) that may arise from the employee stock option plan, on principally the following terms:

The warrants shall be issued free of charge and the right to subscription shall, with a deviation from the preferential right of the shareholders, be assigned to Incentives. Subscription of warrants shall take place at the latest on April 30, 2012, with the right for the Board of Directors to extend the subscription period. Each warrant shall entitle the holder to subscribe for one (1) new share in the Company at a subscription price equivalent to 110 per cent of the volume-weighted average price paid for a share in the Company on the NASDAQ OMX Stockholm during ten trading days following the 2012 Annual General Meeting, however never less than the share quotient value. Subscription for new shares in the Company with the support of the warrants shall take place no later than December 31, 2016. The new shares will entitle to dividend for the first time on the record date that occurs after the new shares has been registered at the Swedish Companies Registration Office (*Sw: Bolagsverket*) and after the shares have been recorded in the share register maintained by Euroclear Sweden AB.

In the event that all warrants issued in respect of Employee Stock Option Plan 2012:1 are used to subscribe for new shares, the Company's share capital will increase by SEK 5,749.60 from SEK 907,902.00 to SEK 913,651.60. This is equivalent to a dilution of approximately 0.6 per cent of the shares and votes in the Company.

The reasons for deviating from the shareholders' preferential rights are that the issue constitutes part of the implementation of Employee Stock Option Plan 2012:1. The Board of Directors assesses that a long-term personal ownership commitment among the employees will lead to an increased interest in the business and the result, and therefore improves the motivation of the employees. It is advantageous for the Company to be able to offer employees an opportunity to participate in the Company's development. The Board of Directors therefore assesses that the proposal, with regard to the terms, appears to be reasonable.

(iii) Approval of transfer of warrants or shares in the Company to employees in the Company, etc.

The Board of Directors proposes that the Annual General Meeting resolves to approve that Incentives is entitled to transfer warrants or shares in the Company to key personnel in the Company, who have received employee stock options under the Employee Stock Option Plan 2012:1, or otherwise dispose of the warrants, in order to secure the Company's commitments and costs in connection with Employee Stock Option Plan 2012:1.

Costs for Employee Stock Option Plan 2012:1

The Board of Directors assesses that Employee Stock Option Plan 2012:1 will lead to costs partly in the form of accounting salary costs, partly in the form of social security contributions. These latter costs are hedged by the warrants issued with the purpose of covering these costs.

Preparation of the proposal of Employee Stock Option Plan 2012:1

The proposal regarding Employee Stock Option Plan 2012:1 has been prepared by the Company's Remuneration Committee and has been presented to the Board of Directors.

Previous incentive programs in the Company

For a description of the Company's other share-related incentive programs, reference is made to the Company's 2011 annual report, note 19, and the Company's website www.mobergderma.se. In addition to the programs described, there are no other share-related incentive programs in the Company.

Majority requirement

The Annual General Meeting's resolution on the above items (i) – (iii) shall be adopted together as one resolution. A resolution in accordance with the Board of Director's proposal requires the approval of shareholders representing at least nine tenths of the votes cast and the shares represented at the Meeting.



Proposal for resolution regarding authorization for the Board of Directors to issue new shares (Item 16)

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to, within the scope of the articles of association, with or without deviation from the shareholders' preferential right, on one or several occasions during the period until the next Annual General Meeting, resolve to increase the Company's share capital by issuing new shares in the Company. The total number of shares issued in accordance with this authorization may be equivalent to a maximum of ten per cent of the shares in the Company at the time of the 2012 Annual General Meeting. The issues shall be made with issue rates at market rate, and where applicable be subject to issue discount at market rate, and payment shall, apart from payment in cash, be made in kind or by set-off or otherwise with conditions. The purpose of the authorization and the reasons for any deviation from the shareholders' preferential right is that the Company shall be able to carry out issues in order to finance the acquisition of products, project portfolios, businesses, companies or parts of companies.

A resolution in accordance with this proposal requires the approval of shareholders representing at least two thirds of the votes cast and the shares represented at the Meeting.

Information at the Annual General Meeting

Shareholders may request that the Board of Directors and the Chief Executive Officer provide information regarding circumstances that may affect the assessment of an item on the agenda for the Annual General Meeting, and circumstances that can affect the assessment of the Company's financial position. The Board of Directors and the Chief Executive Officer shall provide such information at the Annual General Meeting if they believe that it can be done without material harm to the Company. Shareholders wishing to submit questions in advance may send them to Moberg Derma AB (publ), att. Anna Ljung, Gustavslundsvägen 42, 5 tr, 167 51 Bromma, Sweden, or by e-mail to anna.ljung@mobergderma.se.

Documents

Copies of accounting documents and the audit report as well as forms of power of attorney will be available for shareholders at the Company and on the Company's website www.moberderma.se, as from Friday, March 30, 2012. Complete proposals as well as other documents according to the Swedish Companies Act will be available for shareholders at the Company and on the Company's website as above, no later than Monday, April 2, 2012. All of these documents will also, without charge, be sent to shareholders who so request and state their address.

Stockholm in March 2012

Moberg Derma AB (publ)

The Board of Directors