

PRESS RELEASE APRIL 23<sup>rd</sup>, 2013

# BULLETIN FROM MOBERG'S ANNUAL GENERAL MEETING 2013

Moberg Derma AB's Annual General Meeting took place on Monday, April 23, 2013 in the company's premises in Bromma.

# Adoption of the income statements and the balance sheets

The Annual General Meeting (the "Meeting") approved the income statements and the balance sheets for the fiscal year 2012.

The Meeting resolved, in accordance with the proposal of the Board of Directors, that no dividend should be paid for the fiscal year 2012.

The Meeting discharged the Board members and the Chief Executive Officer from liability for the fiscal year 2012.

#### **Board of Directors**

In accordance with the proposal of the Nomination Committee, the Meeting resolved that the Board of Directors shall consist of eight persons and no deputies.

The Meeting resolved re-election of all members the Board of Directors; Mats Pettersson, Wenche Rolfsen, Torbjörn Koivisto, Geert Cauwenbergh, Gustaf Lindewald, Peter Rothschild, George Aitken-Davies and Peter Wolpert.

Mats Pettersson was re-elected as Chairman of the Board of Directors.

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that an aggregate fee to Board members of SEK 1,150,000 shall be paid, of which SEK 300,000 to the Chairman, SEK 250,000 to the Deputy Chairman and SEK 150,000 per member elected by the Annual General Meeting with the exception of George Aitken-Davies and Peter Wolpert.

Fees to the Auditors, for a period until the end of the next Annual General Meeting, are to be paid as per approved invoice.

## **Nomination Committee**

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that the company shall have a Nomination Committee consisting of four members. The Nomination Committee shall comprise one representative of each of the three largest shareholders or owner groups in the company in terms of votes as per September 30, 2013, besides the Chairman of the Board of Directors.

## **Principles for remuneration**

The Meeting resolved to approve the Board of Director's proposal for principles of remuneration to senior executives in Moberg Derma.

#### **Employee Stock Option Plan 2013:1**

In accordance with the proposal of the Board of Directors, the Meeting resolved to adopt an employee stock option plan for employees in the company in the Company and in the



Company's wholly-owned subsidiary Moberg Pharma North America LLC. It will be permissible to allot a maximum of 10,000 employee stock options per plan participant. The Board of Directors and the Chief Executive Officer shall decide which persons shall be encompassed by the Employee Stock Option Plan 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 Marie Scherlund who is proposed to be allotted 10,000 employee stock options. In order to secure the company's commitments under the employee stock option plan, the Meeting resolved on a issue of a maximum 77,096 warrants to the company's whollyowned subsidiary Moberg Derma Incentives AB, whereof some of the warrants are intended to hedge the costs (mainly social security contributions or corresponding taxes) that may arise from the employee stock option plan. In addition the Meeting resolved to approve that the subsidiary is entitled to transfer warrants or shares in the company to the participants in the employee stock option plan, or otherwise dispose of the warrants, in order to secure Moberg Derma's commitments and costs in connection with the employee stock option plan. In the event that all warrants issued in respect of Employee Stock Option Plan 2013:1 are used to subscribe for new shares, the company's share capital will increase by SEK 7,709.60 from SEK 1,081,257.20 to SEK 1,088,966.80. This is equivalent to a dilution of approximately 0.7 per cent of the shares and votes in the company.

# Resolution concerning adoption of new Articles of Association

The Meeting resolved, in accordance with the proposal of the Board of Directors, to adopt new Articles of Association in which the Company's registered name is stated as Moberg Pharma AB (publ). As a result of the acquisition of Alterna LLC (renamed Moberg Pharma North America LLC), the focus of operations has been expanded to also include areas other than skin diseases. Skin diseases and topical technologies for drug delivery will continue to be core areas of the Company's operations.

#### Authorization to issue share

The Meeting resolved, in accordance with the proposal of the Board of Directors, to 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 2013 Annual General Meeting.

#### **About this information**

Moberg Derma discloses the information provided herein pursuant to the Securities Markets Act and/or the Financial Instruments Trading Act. The information was submitted for publication at 8:00 pm (CET) on April 23<sup>rd</sup>, 2013.

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# **About Moberg Derma**

Moberg Derma AB (publ) is a rapidly growing Swedish pharmaceutical company with direct sales through its own sales organization in the US and sales through distributors in more than 35 countries. The company's product portfolio includes topical products for the treatment of skin disorders and pain under the brands Kerasal<sup>®</sup>, Jointflex<sup>®</sup>, Emtrix<sup>®</sup> and Kaprolac<sup>®</sup>. Emtrix<sup>®</sup> (Nalox<sup>™</sup> in many markets) is the leading product for the treatment of nail disorders in the Nordic market. The portfolio is developed further through acquisitions and in-licensing of products as well as product development with focus on innovative drug delivery based on proven compounds. Moberg Derma has offices in Stockholm and New Jersey and the company's share (OMX: MOB) is listed on the Small Cap list of the NASDAQ OMX Nordic Exchange Stockholm. For further information, please visit: www.mobergderma.com.