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Press release
Lund on 26 April 2016

Notice of annual general meeting in Enzymatica AB (publ)

The shareholders in Enzymatica AB (publ), reg. no 556719-9244 (the “Company”) are hereby invited to attend the Annual General Meeting (“AGM”) to be held on Wednesday 25 May 2016 at 1.00 p.m. at Elite Hotel Ideon, Scheelevägen 27 in Lund. Registration for the AGM starts at 12.30 p.m.

Right to participate and notice

Only shareholders that are recorded in their own name in the Company’s share ledger kept by Euroclear Sweden AB (The Swedish Central Securities Depository Euroclear Sweden AB) as of 19 May 2016, and also have given notice on 19 May 2016 to the Company of their intent to participate, preferably no later than 4.00 p.m., have the right to participate in the shareholders’ meeting. A shareholder may be accompanied by not more than two advisors, provided that the number of such advisors has been notified to the Company no later than the aforementioned time. Proxies need not notify the number of advisors in advance.

Notice may be given in writing to Enzymatica AB (publ), att: AGM, Ideon Science Park, 223 70 Lund or by e-mail to carl-johan.wachtmeister@enzymatica.com. The notice should specify the shareholder’s name, personal identity or Company registration number, address, work-hour telephone number and shareholding, and names of any advisors.

Trustee-registered shares

In order to be entitled to participate in the meeting, shareholders whose shares are trustee-registered must temporarily register their shares in their own names. Such registration should be requested from the trustee, and must be executed with Euroclear Sweden AB on 19 May 2016. Shareholders that wish to execute such registration must, well in advance before the said date, notify its trustee thereof.

Proxies

If a shareholder intends to participate by proxy, the proxy must bring a written and dated proxy signed by the shareholder in original to the meeting. The proxy may not be older than five years. Proxy forms can be downloaded from the Company’s website, www.enzymatica.com. If the proxy is issued by a legal entity, the proxy must also bring current registration certificate (Sw. registreringsbevis) of the legal entity or similar document of authorisation for the legal entity.

In order to facilitate registration, proxies and documents on authorisation should be the Company to hand at the above-mentioned address well in advance before the meeting, and at the latest on 20 May 2016.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the register of voters
4. Election of one or two persons to confirm the minutes
5. Determination as to whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the Annual Report and Audit Report and the Consolidated Annual Report and Consolidated Audit Report
8. Resolution on
 - a. adoption of the profit and loss statement and balance sheet, as well as the consolidated profit and loss statement and the consolidated balance sheet
 - b. distribution of the Company's profit or loss according to the adopted balance sheet
 - c. discharge from liability of the members of the board of directors and the CEO
9. Determination of the number of members of the board of directors
10. Determination of remuneration for the members of the board of directors and the auditors
11. Election of
 - a. members of the board of directors and eventual deputy board of directors
 - b. chairman of the board of directors
 - c. auditors and eventual deputy auditors, when applicable
12. Resolution on principles for the Nomination Committee
13. Resolution on guidelines for remuneration for senior executives
14. Resolution regarding authorisation of the board of directors to issue shares
15. Closing of the meeting

Resolution proposals

Election of chairman of the meeting (item 2)

The Nomination Committee proposes that advokat Jonas Frii from Setterwalls Advokatbyrå shall be elected as chairman of the meeting.

Resolution on distribution of the Company's loss (item 8 b)

The board of directors proposes that the unappropriated funds of SEK 21,371,496, including the year's loss of SEK 40,313,655, are carried forward to a new account, and thus no dividends shall be paid for the business year of 2015.

Election of members of the board of directors and remuneration (items 9-11)

As resolved on the AGM of 2015 the Nomination Committee shall consist of the chairman of the board of directors together with a representative of each of the three largest shareholders by votes at the end of October 2015. Consequently, the Nomination Committee consists of Ulf Blom, representing Medzyme Invest Öresund AB, Jörgen Rexö, representing Humea AB, and Åke Larsson, representing his own holdings. Following the acquisition of Zymetech, the Nomination Committee has been supplemented by Guðmundur Palmason, in accordance with the resolution at the extraordinary shareholders' meeting of 15 February 2016.

Proposal pursuant to item 9: The Nomination Committee proposes that the board of directors shall consist of 7 ordinary members without deputies until the end of the next AGM. Further, the Nomination Committee proposes that a registered public auditor is appointed as auditor until the end of the next AGM.

Proposal pursuant to 10: The Nomination Committee proposes that remuneration for the board of directors, excluding remuneration for committee work, shall be paid with a total of SEK 900,000, of which SEK 180,000 is remuneration for the chairman of the board of directors and SEK 120,000 to every other member of the board of directors. In addition, the Nomination Committee proposes that remuneration for work in the Audit Committee shall be paid with SEK 50,000 to the chairman of the Audit Committee and no remuneration shall be paid to other members of the Audit Committee. Further, it is proposed that no remuneration shall be paid for work in the Remuneration Committee.

The Nomination Committee proposes that the remuneration for the auditor shall be paid in accordance with customary norms and approved invoice.

Proposal pursuant to item 11: The Nomination Committee's proposes re-election of Lennart Nilsson, Marianne Dicander Alexandersson, Hans Pihl, Nils Siegbahn, Monica Wallter, Guðmundur Pálmason och Sigurgeir Guðlaugsson as ordinary members. Jonas E Forsberg and Anders Jungbeck have declined re-election. It is furthermore proposed that Lennart Nilsson is elected as chairman of the board.

The Nomination Committee proposes that the registered public auditor Ernst & Young AB is re-appointed as auditor.

Resolution on principles for the Nomination Committee (item 12)

The board of directors proposes that a Nomination Committee shall be appointed before the coming election and remuneration, and that an instruction and charter for the Nomination Committee shall be adopted in accordance with the following substantial terms.

- a) The Nomination Committee shall before AGM be comprised of members representing the four largest shareholders by votes registered in the share ledger kept by Euroclear Sweden AB as of 31 October each year, together with the chairman of the board of directors who also shall convene the Nomination Committee for its first meeting.
- b) The chairman of the Nomination Committee shall be appointed by the member who represents the largest shareholder by votes, unless the Nomination Committee unanimously decides otherwise. If earlier than three months before the AGM, one or more shareholders who have appointed members of the Nomination Committee no longer are among the ten largest shareholders by votes, the members who are appointed by these shareholders shall leave their positions available and the shareholder, or shareholders, who becomes one of the three largest shareholders by votes shall have the right to appoint their representatives. If any of the members of the Nomination Committee resigns or relinquishes before completion of the assignment, and the Nomination Committee finds it desirable to substitute the member, a new member shall be appointed by the same shareholder or, if the shareholder is now longer among the three largest shareholders by votes, by the next shareholder in size.
- c) The Nomination Committee's term shall run until such time as a new Nomination Committee has been elected and announced. The Nomination Committee shall submit proposals in reference of the chairman of the shareholders' meeting, board of directors, chairman of the board of directors, auditor, remuneration for the board of directors, divided between the chairman of the board of directors and other members of the board of directors, as well as remuneration for

committee work and remuneration for the auditor. These principles shall apply until further notice.

- d) No remuneration shall be paid to the members of the Nomination Committee. Any necessary expenses for the work of the Nomination Committee shall be paid by the Company.

Resolution on guidelines for remuneration for senior executives (item 13)

The board of directors proposes that guidelines regarding determination of remuneration and other benefits for the CEO and other senior executives in the Company shall be adopted with the following substantial terms.

- a) Senior executives include the individuals that together with the CEO constitute the Company's executive management. Enzymatica's principle is that the Company shall offer remuneration levels and employment conditions needed to enable recruitment and retention of senior executives with the required competence and capacity in order to achieve the business objective. The remuneration shall be decided on market-based terms.
- b) The fixed salary for the senior executives shall be market-based and based on the individual's work duties, responsibilities, expertise and performance.
- c) To the extent a member of the board of directors performs work for the Company alongside the work as a member of the board of directors, a market-based consultancy fee should be payable.
- d) Enzymatica offers other customary benefits to senior executives, such as company car, and occupational health services, equivalent to what is considered as reasonable in reference to market practice and the benefit for the Company.
- e) In addition to fixed salary, variable remuneration may be offered for rewarding target-related performance. The variable remuneration shall not exceed 30 per cent of fixed annual salary. Currently, no senior executive is entitled to variable remuneration.
- f) Pension benefits shall be contribution based occupational pension insurances, which shall be market-based in relation to what generally applies for equivalent senior executives on the market.
- g) Notice period and eventual severance payment shall not exceed salary and other benefits of twelve months.
- h) The board of directors shall be entitled to deviate from these guidelines in individual cases if there are special reasons for doing so, for example additional variable remuneration in case of exceptional performance. If such deviation occurs, the board of directors shall report the reasons for the deviation at the closest following AGM.

Resolution regarding authorisation of the board of directors to issue new shares (item 14)

The board of directors proposes that the meeting authorises the board of directors until the next annual shareholders' meeting to, on one or more occasions, resolve to increase the Company's share capital by issue of no more than 17,500,000 new shares, provided that the board of directors has not

exercised the authorisation which was resolved upon the extraordinary shareholders' meeting of 15 February 2016, at the latest before the time of the AGM.

However, such issues may not cause the share capital in the Company to exceed the Company's highest allowed share capital according to the articles of association. The board of directors may deviate from the shareholders' preferential rights. The reason for the board of directors' authorisation to deviate from the shareholders' preferential rights is to enable the company's possibilities to raise new capital and to take advantage of future opportunities to attract new long-term owners of strategic importance to the company, as well as to finance the Company's growth strategy. The authorization also includes the right to decide on payment for the issued shares in kind, set-off or other conditions as referred in Chap. 13 Sec. 5 item 6 of the Swedish Companies Act (Sw. Aktiebolagslagen (2005:551)). At a deviation from the shareholders' preferential rights, the issue rate shall be determined in accordance with market conditions.

Particular majority requirements

For a valid resolution on the proposal pursuant to item 14, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as shares represented at the meeting.

Total number of shares and votes

The total number of shares and votes in the Company amounts as per the date of this notice to 45,867,380. The Company does not hold any own shares.

The shareholders are reminded of their right to request information from the board of directors and the CEO at the meeting in accordance with Chap. 7 Sec. 32 of the Swedish Companies Act (Sw. Aktiebolagslagen (2005:551)).

Meeting documents

The board of directors' complete proposal for a resolution pursuant to items 9-14 are available for the shareholders at the Company's website and at the Company at its above mentioned address at the latest from 4 May 2016 and will free of charge be sent to the shareholders upon their request to the Company, provided that such shareholders state their current address.

Lund in April 2016

The board of directors

For further information, contact:

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About Enzymatica AB

Enzymatica is a life science company and its business concept is to offer effective help against some of our most common diseases where viruses or bacteria play a decisive role. In a short amount of time, the company has developed ColdZyme[®], a unique mount spray for colds, and launched the product on six markets and established itself as the top selling product for colds (calculated in SEK) in Swedish pharmacies. The development work includes medical devices relating to upper respiratory tract infections and oral health, as well as veterinary products. The company is headquartered in



Lund, Sweden, and is listed on Nasdaq First North. For more information, please visit:
www.enzymatica.se.