PROTOKOLL FRA ORDINÆR GENERALFORSAMLING I VISTIN PHARMA ASA	**MINUTES FROM ANNUAL GENERAL MEETING IN VISTIN PHARMA ASA***
Ordinær generalforsamling i Vistin Pharma ASA ("Vistin Pharma" eller "Selskapet") ble avholdt mandag 22. mai 2023 kl. 13:00 i Østensjøveien 27, Oslo.	The annual general meeting in Vistin Pharma ASA ("Vistin Pharma" or "the Company") was held May 22, 2023 at 1300 hrs (CET) at Østensjøveien 27, Oslo.
1. Åpning av møtet og registrering av deltakende aksjonærer	**1. Opening of the meeting and registration of participating shareholders**
Styreleder Øyvin A. Brøymer åpnet møtet. Tilstede var totalt 16 778 867 aksjer, herav 4 054 156 aksjer representert ved fullmakt. Således var 37,8% av Selskapets samlede aksjekapital representert på generalforsamlingen.	The Chairman, Øyvin A. Brøymer, opened the meeting. Present were in total 16 778 867 shares, including 4 054 156 shares represented by proxy. Thus, approximately 37.8% of the Company's total share capital was represented at the general meeting.
2. Valg av møteleder og person til å signere protokollen sammen med møteleder	**2. Election of meeting Chairman and a person to co-sign the minutes**
Følgende beslutning ble fattet: *"Øyvin A. Brøymer velges til møteleder. Kjell-Erik Nordby velges til å medundertegne protokollen."*	The following resolution was passed: *"Øyvin A. Brøymer is elected to chair the meeting. Kjell-Erik Nordby is elected to co-sign the minutes."*
3. Godkjennelse av innkalling og saker til behandling	**3. Approval of the notice of the meeting and the agenda**
Det fremkom ingen innsigelser mot innkallingen og dagsordenen, og følgende beslutning ble fattet: *"Innkalling og dagsorden godkjennes".*	There were no objections to the notice and the agenda, and the following resolution was passed: *"The notice of and agenda for the meeting are approved."*
4. Godkjennelse av årsregnskap og årsberetning for 2022	**4. Approval of annual financial statement and the Directors' report for 2022**
Følgende vedtak ble fattet: *"Generalforsamlingen godkjenner års-regnskapet samt styrets beretning for 2022. Styret foreslår at de får en fullmakt til å utbetale utbytte til aksjeeierne på inntil NOK 0,75 pr aksje, og fullmakten vil gjelde til ordinær generalforsamling i 2024. Utbytte planlegges å utdeles som en tilbakebetaling av innbetalt kapital (overkurs)."*	The following resolution was passed: *"The General Meeting approves the Annual Financial Statements and the Directors' Report for 2022. The Board of Directors propose to get a power of attorney to pay out a dividend to shareholders for up to NOK 0,75 per share. The power of attorney should be valid until the 2024 AGM. Dividend is planned to be distributed as a repayment of paid-in capital (share premium)."*
5. Honorar til styrets og valgkomitéens medlemmer	**5. Remuneration for the board of directors and the election committee**
Følgende beslutning ble fattet: *"Innstillingen fra valgkomiteen godkjennes. Det årlige honoraret til styremedlemmene for perioden mellom ordinær generalforsamling i mai 2023 og til ordinær generalforsamling i 2024 skal være:* *Styrets leder NOK 420 000* *Andre styremedlemmer NOK 210 000*	The following resolution was passed: *"The recommendation from the Election Committee is approved. The annual remuneration to the board members for the period from the ordinary general meeting in May 2023 and to the annual general meeting in 2024 for the Chairman of the Board and Board members:* *Chairman of the Board NOK 420,000* *Other Board members NOK 210,000*

Honoraret til valgkomiteen og kompensasjonskomiteen for perioden fra den ordinære generalforsamlingen i 2023 til den ordinære generalforsamlingen i 2024 fastsettes til: *Leder i valgkomiteen NOK 21 000* *Medlem i valgkomiteen NOK 16 000* *Kompensasjonskomiteen NOK 21 000"*	*The remuneration to the Election Committee and the Remuneration Committee for the period from the ordinary general meeting in 2023 and to the annual general meeting in 2024 shall be:* *Chairman of the Committee NOK 21,000* *Members of the Committee NOK 16,000* *Remuneration Committee NOK 21,000"*
6. Honorar til revisor	**6. Auditor's remuneration**
Følgende vedtak ble fattet: *"Generalforsamlingen godkjenner revisors honorar for revisjonen av årsregnskapet til Vistin Pharma ASA for 2022 etter regning."*	The following resolution was passed: *"The general meeting approves the auditor's remuneration for audit of the Annual Financial Statements of Vistin Pharma ASA for the financial year of 2022 in accordance with invoice."*
7. Styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte	**7. The Board's statement regarding determination of salary and other compensation to leading employees**
Styrets erklæring om lederlønnsfastsettelse i henhold til allmennaksjeloven § 6-16a & b og tilhørende forskrift; en rapport om lønn og annen godtgjørelse til ledende personer, ble gjennomgått. Følgende vedtak ble fattet: Del 1: *"Generalforsamlingen gir sin tilslutning til styrets erklæring om lønn og annen godtgjørelse til ledende ansatte."* Del 2: *"Generalforsamlingen godkjenner styrets erklæring om langsiktige insentiv ordninger."*	The Board's statement on compensation to leading employees in accordance with the Norwegian Public Limited Companies Act ("the Act") section 6-16a & b and associated regulations; a report on remuneration to leading employees was discussed. The following resolution was passed: Part 1: *"The General Meeting supports the statement of the Board regarding compensation to leading employees."* Part 2: *"The General Meeting adopts the statement of the Board regarding long term incentive plans."*
8. Godkjennelse av finansieringsbistand til ledende ansatte ifm. kjøp av aksjer i selskapet under langsiktig insentivavtale.	**8. Approval of financial assistance to purchase shares in relation to the company's long-term incentive plan.**
Styrets erklæring og redegjørelse, som var vedlagt innkallingen, i forbindelse med finansieringsbistand for kjøp av aksjer i selskapet til ledende ansatte ble gjennomgått. Følgende vedtak ble fattet: "Generalforsamlingen godkjenner at selskapet stiller en låneramme på NOK 6 000 000 tilgjengelig for selskapets ledende ansatte. Lånerammen har en varighet på tre år, og kan kun benyttes til finansiering av aksjekjøp i selskapet."	The statement and declaration prepared by the Board, which was attached to the notice, in relation to financial assistance to purchase shares in the company was discussed. The following resolution was passed: "The General meeting approved a loan facility of NOK 6 000 000 to the executive management. The loan facility has a duration of three years and can only be used as financing for purchasing of shares in the company."
9. Valg av medlemmer til styret	**9. Election of members to the board of directors**
Følgende vedtak ble fattet: *"Følgende velges som medlemmer av styret for en periode på 2 (to) år, frem til den ordinære generalforsamling i 2025:*	The following resolution was passed: *"The Election Committee proposes that the following are elected as members of the board of directors for a period of 2 (two) years, until the annual general meeting in 2025:*

<table>
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- *Øystein Stray Spetalen (gjenvalgt)*

Styret består da av følgende aksjonærvalgte og ansatte valgte medlemmer:

- *Øyvin A. Brøymer (Styreleder)*
- *Bettina Banoun*
- *Kari Krogstad*
- *Espen Marcussen*
- *Øystein Stray Spetalen*
- *Espen Lia Gregoriussen (ansatte representant)*
- *Åse Musum (ansatte representant)"*

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- *Øystein Stray Spetalen (re-elected)*

The Board consists of the following shareholder and employee elected members:

- *Øyvin A. Brøymer (Chairman)*
- *Bettina Banoun*
- *Kari Krogstad*
- *Espen Marcussen*
- *Øystein Stray Spetalen*
- *Espen Lia Gregoriussen (employee representative)*
- *Åse Musum (employee representative)"*

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<tr><td>10. Valg av medlemmer til valgkomiteen</td><td>10. Election of members to the nomination committee</td></tr>
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Følgende vedtak ble fattet:

"Følgende velges som medlemmer av valgkomiteen for en periode på 2 (to) år, frem til den ordinære generalforsamling 2025:

- *Eivind Devold (leder)*
- *Nils Erling Ødegaard*

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The following resolution was passed:

"The Election Committee proposes that the following are elected as members of the board of directors for a period of 2 (two) years, until the annual general meeting 2025:

- *Eivind Devold (Chairman)*
- *Nils Erling Ødegaard*

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<tr><td>11. Fullmakt til å utstede aksjer</td><td>11. Authorization to issue shares</td></tr>
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Følgende vedtak ble truffet:

"Styret gis fullmakt til å øke aksjekapitalen med inntil NOK 8 868 918 gjennom én eller flere aksjekapitalutvidelser.

Fullmakten skal kunne anvendes for følgende formål:

(i) for å gi Selskapet finansiell fleksibilitet, herunder ved investeringer, oppkjøp og fusjoner.

Pris og tegningsvilkår fastsettes av styret ved hver utstedelse under hensyn til Selskapets behov og aksjenes markedsverdi på det aktuelle tidspunkt. Aksjer vil kunne utstedes mot kontantvederlag eller vederlag i form av andre aktiva (tingsinnskudd).

Eksisterende aksjonærers fortrinnsrett til å tegne aksjer vil kunne bli fraveket av styret i forbindelse med utøvelse av fullmakten.

Denne fullmakt utløper på datoen for den ordinære generalforsamlingen i 2024, men skal i alle tilfelle utløpe senest 15 måneder fra datoen for denne generalforsamlingen.

Styret gis samtidig fullmakt til å foreta nødvendige vedtektsendringer ved utøvelse av fullmakten."

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The following resolution was passed:

"The Board is granted authorization to increase the share capital with up to NOK 8 868 918, through one or several share capital increases.

The authorization may be used for one or more of the following purposes:

(i) to provide the Company with financial flexibility, including in connection with investments, mergers and acquisitions.

Price and conditions for subscription will be determined by the Board on issuance, according to the Company's needs and the shares' market value at the time. Shares may be issued in exchange for cash settlement or contribution in kind.

The existing shareholders pre-emptive rights to subscribe shares can be deviated from in connection with the effectuation of this authorization.

The Board's authorization is valid until the Annual General Meeting in 2024, but shall in any event expire at the latest 15 months from the date of this annual general meeting.

The Board is at the same time given authorization to make the necessary amendments to the articles of association on execution of the authorization."

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<tr><td>12. Fullmakt til å erverve egne aksjer</td><td>12. Authorization to acquire treasury shares</td></tr>
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Følgende vedtak ble fattet:

"Styret gis fullmakt til på Selskapets vegne å erverve aksjer i Vistin Pharma ASA til ett eller flere av følgende formål:

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The following resolution was passed:

"The Board is granted authorization to acquire shares in Vistin Pharma ASA on behalf of the Company for one or more of the following purposes:

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(i) for å øke aksjonærenes avkastning. *Fullmakten gjelder for kjøp av inntil 10 % av pålydende av Selskapets aksjekapital, jf. allmennaksjeloven §§ 9-2 og 9-3. Aksjer kan erverves til minst NOK 1 per aksje og maksimalt NOK 100 per aksje. Disse begrensninger skal justeres tilsvarende i tilfelle av aksjespleis, aksjesplitt og lignende transaksjoner. Aksjene skal erverves ved ordinær omsetning over børs.* *Styrets fullmakt gjelder frem til den ordinære generalforsamlingen i 2024, men skal i alle tilfelle utløpe senest 15 måneder fra datoen for denne generalforsamlingen. Beslutningen skal meldes til og registreres av Foretaksregisteret innen aksjer erverves i henhold til fullmakten."*	*(i) to increase return on investment for the Company's shareholders.* *The authorization covers purchase(s) of up to 10% of the face value of the share capital of the Company, cf. the public limited liability companies act §§ 9-2 and 9-3. Shares may be acquired at minimum NOK 1 per share and maximum NOK 100 per share. These limitations shall be adjusted in the event of share consolidation, share splits, and similar transactions. The shares shall be acquired through ordinary purchase on the stock exchange.* *The Board's authorization is valid until the annual general meeting in 2024, but shall in any event expire at the latest 15 months from the date of this General Meeting. The decision shall be notified to and registered by the Norwegian Register of Business Enterprises prior to acquiring any shares pursuant to this authorization."*
Da det ikke forelå flere saker til behandling, takket møteleder for oppmøtet, og møtet ble hevet.	As there were no further matters on the agenda, the Chairman thanked the present shareholders for their participation, and the meeting was adjourned.
Vedlagt følger en detaljert oversikt over utfallet av avstemningene, herunder blant annet antall stemmer for og mot de respektive beslutningene, jf allmennaksjeloven § 5-16.	Attached is a detailed overview of the results and voting, including the number of votes for and against the respective resolutions, cf the Norwegian public limited companies act section 5-16.
*****	*****
Signatur følger på neste side.	The signature follows on the next page.

* These minutes are prepared in Norwegian, with an English office translation. In case of discrepancies between the two versions, the Norwegian version shall prevail.

Signature page for Vistin Pharma ASA Annual General Meeting 2023

Oslo, 22. Mai, 2023/ Oslo, May 22nd, 2023

______________________________	______________________________
Øyvin A. Brøymer	Kjell-Erik Nordby
Sign.	Sign.

Total Represented

ISIN:	NO0010734122 VISTIN PHARMA ASA
General meeting date:	22/05/2023 13.00
Today:	22.05.2023

Number of persons with voting rights represented/attended : 4

	Number of shares	% sc
Total shares	44,344,592	
- own shares of the company	0	
Total shares with voting rights	44,344,592	
Represented by own shares	12,695,000	28.63 %
Represented by advance vote	29,711	0.07 %
Sum own shares	**12,724,711**	**28.70 %**
Represented by proxy	3,905,611	8.81 %
Represented by voting instruction	148,545	0.34 %
Sum proxy shares	**4,054,156**	**9.14 %**
Total represented with voting rights	**16,778,867**	**37.84 %**
Total represented by share capital	**16,778,867**	**37.84 %**

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

VISTIN PHARMA ASA

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Protocol for general meeting VISTIN PHARMA ASA

ISIN:	NO0010734122 VISTIN PHARMA ASA
General meeting date:	22/05/2023 13.00
Today:	22.05.2023

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 2 Election of the chairman of the meeting and a person to co-sign the minutes						
Ordinær	16,778,867	0	16,778,867	0	0	16,778,867
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.84 %	0.00 %	37.84 %	0.00 %	0.00 %	
Total	**16,778,867**	**0**	**16,778,867**	**0**	**0**	**16,778,867**
Agenda item 3 Approval of the notice of the meeting and the agenda						
Ordinær	16,778,867	0	16,778,867	0	0	16,778,867
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.84 %	0.00 %	37.84 %	0.00 %	0.00 %	
Total	**16,778,867**	**0**	**16,778,867**	**0**	**0**	**16,778,867**
Agenda item 4 Approval of the annual financial statements and the Directors' report for 2022						
Ordinær	16,778,867	0	16,778,867	0	0	16,778,867
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.84 %	0.00 %	37.84 %	0.00 %	0.00 %	
Total	**16,778,867**	**0**	**16,778,867**	**0**	**0**	**16,778,867**
Agenda item 5 Approval of remuneration for the Board of Directors, the Election Committee and the Remuneration Committee						
Ordinær	16,778,864	0	16,778,864	3	0	16,778,867
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.84 %	0.00 %	37.84 %	0.00 %	0.00 %	
Total	**16,778,864**	**0**	**16,778,864**	**3**	**0**	**16,778,867**
Agenda item 6 Approval of auditor's remuneration						
Ordinær	16,778,867	0	16,778,867	0	0	16,778,867
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.84 %	0.00 %	37.84 %	0.00 %	0.00 %	
Total	**16,778,867**	**0**	**16,778,867**	**0**	**0**	**16,778,867**
Agenda item 7 The Board's statement regarding determination of salary and other compensation to leading employees:						
Ordinær	16,776,364	2,500	16,778,864	3	0	16,778,867
votes cast in %	99.99 %	0.02 %		0.00 %		
representation of sc in %	99.99 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.83 %	0.01 %	37.84 %	0.00 %	0.00 %	
Total	**16,776,364**	**2,500**	**16,778,864**	**3**	**0**	**16,778,867**
Agenda item 7.1 The General Meeting supports the statement of the Board regarding compensation to leading employees						
Ordinær	16,776,364	2,500	16,778,864	3	0	16,778,867
votes cast in %	99.99 %	0.02 %		0.00 %		
representation of sc in %	99.99 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.83 %	0.01 %	37.84 %	0.00 %	0.00 %	
Total	**16,776,364**	**2,500**	**16,778,864**	**3**	**0**	**16,778,867**
Agenda item 7.2 The General Meeting adopts the statement of the Board regarding long term incentive plans and measures for keeping key personnel						
Ordinær	16,776,364	2,500	16,778,864	3	0	16,778,867
votes cast in %	99.99 %	0.02 %		0.00 %		
representation of sc in %	99.99 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.83 %	0.01 %	37.84 %	0.00 %	0.00 %	
Total	**16,776,364**	**2,500**	**16,778,864**	**3**	**0**	**16,778,867**

Agenda item 8 Approval of financial assistance to purchase shares in relation to the company's long-term incentive plan.						
Ordinær	16,776,347	2,520	16,778,867	0	0	16,778,867
votes cast in %	99.99 %	0.02 %		0.00 %		
representation of sc in %	99.99 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.83 %	0.01 %	37.84 %	0.00 %	0.00 %	
Total	**16,776,347**	**2,520**	**16,778,867**	**0**	**0**	**16,778,867**
Agenda item 9 Election of members to the Board of Directors						
Ordinær	16,778,867	0	16,778,867	0	0	16,778,867
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.84 %	0.00 %	37.84 %	0.00 %	0.00 %	
Total	**16,778,867**	**0**	**16,778,867**	**0**	**0**	**16,778,867**
Agenda item 10 Election of members to the Election Committee						
Ordinær	16,778,867	0	16,778,867	0	0	16,778,867
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.84 %	0.00 %	37.84 %	0.00 %	0.00 %	
Total	**16,778,867**	**0**	**16,778,867**	**0**	**0**	**16,778,867**
Agenda item 11 Authorisation to issue shares						
Ordinær	16,658,826	120,041	16,778,867	0	0	16,778,867
votes cast in %	99.29 %	0.72 %		0.00 %		
representation of sc in %	99.29 %	0.72 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.57 %	0.27 %	37.84 %	0.00 %	0.00 %	
Total	**16,658,826**	**120,041**	**16,778,867**	**0**	**0**	**16,778,867**
Agenda item 12 Authorisation to acquire treasury shares						
Ordinær	16,778,867	0	16,778,867	0	0	16,778,867
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	37.84 %	0.00 %	37.84 %	0.00 %	0.00 %	
Total	**16,778,867**	**0**	**16,778,867**	**0**	**0**	**16,778,867**

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

VISTIN PHARMA ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	44,344,592	1.00	44,344,592.00	Yes
Sum:				

§ 5-17 Generally majority requirement
requires majority of the given votes

§ 5-18 Amendment to resolution
Requires two-thirds majority of the given votes
like the issued share capital represented/attended on the general meeting