

# Corporate Action Notice

## Termination Notice

July 18, 2017

### NOTICE TO ALL HOLDERS OF AMERICAN DEPOSITARY SHARES REPRESENTING DEPOSITED COMMON SHARES OF

**NABRIVA THERAPEUTICS AG  
ONE ADS REPRESENTS ONE-TENTH OF ONE  
DEPOSITED COMMON SHARE  
(CUSIP: 62957M 104)**

You are hereby notified, as holders of the above American Depositary Shares ("ADSs"), that The Bank of New York Mellon (the "Depository") and Nabriva Therapeutics AG (the "Nabriva AG") have agreed to amend the Deposit Agreement dated as of September 17, 2015 (the "Deposit Agreement") under which the ADSs are issued to:

- (a) reduce the period in Section 6.2(a) of the Deposit Agreement that must elapse between the date the Depository gives notice of termination to the Owners of the ADSs and the Deposit Agreement terminates (the "Termination Date") from 90 days to 30 days, and
- (b) provide that after the Termination Date, (i) the Depository will exchange (the "Mandatory Exchange") all deposited common shares of Nabriva AG (the "Nabriva AG Shares") for newly issued registered ordinary shares of Nabriva Therapeutics Plc ("Nabriva Ireland" and "Nabriva Ireland Shares"), (ii) upon completion of the Mandatory Exchange, all outstanding ADSs will be automatically cancelled and converted into a right only to receive delivery of the number of Nabriva Ireland Shares represented thereby and (iii) all registered holders of ADSs shall surrender their ADSs in exchange for Nabriva Ireland Shares, and that will be a mandatory exchange.

That amendment will become effective on August 17, 2017 at 5:00 pm U.S. Eastern Time, which is at least 30 days after the date of this Notice.

You are further notified that the Deposit Agreement, as amended, will terminate at 5:00 pm (U.S. Eastern Time) on August 17, 2017. As a result of the termination of the Deposit Agreement, as amended, you will have until August 17, 2017 (the "Submission Deadline") to decide if you would like to retain your interest in the Nabriva AG Shares or, pursuant to the Mandatory Exchange, receive Nabriva Ireland Shares, as explained below.

All capitalized terms used but not defined herein shall have the meaning ascribed to such term in the Deposit Agreement. The amended provisions of the Deposit Agreement are set forth in Exhibit A to this Notice.

---

To learn more about Depositary Receipts and issuer programs, please contact our marketing desks:

#### **New York**

Ravi Davis  
DR Broker Solutions  
+ 1 212 815 2267  
[drbrokersolutions@bnymellon.com](mailto:drbrokersolutions@bnymellon.com)

#### **London**

Jacek Jankowski  
DR Broker Liaison Support  
+ 44 207 163 7427  
[jacek.jankowski@bnymellon.com](mailto:jacek.jankowski@bnymellon.com)

BNY Mellon is providing this information for general informational purposes only and does not warrant or guarantee the accuracy, timeliness or completeness of this information. BNY Mellon does not undertake any obligation to update or amend this information. BNY Mellon provides no advice, recommendation or endorsement with respect to any company or securities. Nothing herein shall be deemed to constitute an offer to sell or a solicitation of an offer to buy securities. BNY Mellon collects fees from DR holders pursuant to the terms and conditions of the DRs and the deposit agreement under which they are issued. From time to time, BNY Mellon may make payments to the issuer to reimburse and / or share revenue from the fees collected from DR holders, or waive fees and expenses to the issuer for services provided, generally relating to costs and expenses arising out of establishment and maintenance of the DR program. BNY Mellon may pay a rebate to brokers in connection with unsponsored DR issuances. BNY Mellon may also use brokers, dealers or other service providers that are affiliates and that may earn or share fees and commissions. BNY Mellon may execute DR foreign currency transactions itself or through its affiliates and in such cases it acts as principal counterparty and not as agent, advisor, broker or fiduciary. BNY Mellon has no obligation to obtain the most favorable exchange rate, makes no representation that the rate is a favorable rate and will not be liable for any direct or indirect losses associated with the rate. BNY Mellon earns and retains revenue on its executed foreign currency transactions based on, among other things, the difference between the rate it assigns to the transaction and the rate that it pays and receives for purchases and sales of currencies when buying or selling foreign currency for its own account. The methodology used by BNY Mellon to determine DR conversion rates is available to registered Owners upon request or at [https://www.adrbnymellon.com/us/en/news-and-publications/dr-issuers/asset\\_upload\\_file49220\\_197380.pdf](https://www.adrbnymellon.com/us/en/news-and-publications/dr-issuers/asset_upload_file49220_197380.pdf). Depositary Receipts are not insured by the FDIC or any other government agency, are not deposits or other obligations of, and are not guaranteed by BNY Mellon, and are subject to investment risks.



**BNY MELLON**

# Corporate Action Notice

Termination Notice - Nabriva Therapeutics  
July 18, 2017

Page 2

On or after August 18, 2017, the Depositary intends to undertake the Mandatory Exchange, so that all remaining Nabriva AG Shares will be exchanged for Nabriva Ireland Shares. After the Mandatory Exchange is completed, the Depositary will call for surrender of all ADSs to be exchanged on a mandatory basis for Nabriva Ireland Shares. The Depositary expects that The Depositary Trust Company ("DTC") will promptly surrender all ADSs held by its participants and, as a result, Nabriva Ireland Shares will be delivered to the DTC participant accounts where the ADSs were held, without any action on the part of brokers and other securities intermediaries holding ADSs in their DTC participant accounts or the customers for which they hold the ADSs. If you hold ADSs through an intermediary that is a direct or indirect DTC participant, you will receive Nabriva Ireland Shares without taking any action.

Nabriva Ireland Shares currently are traded on the NASDAQ Global Select Market (NBRV).

If you wish to receive delivery of Nabriva Ireland Shares following the Mandatory Exchange, please do not surrender your ADSs at this time. The Depositary will send a further notice to DTC with instructions on or after August 18, 2017.

On or before August 17, 2017, you can surrender your ADSs to the Depositary and request delivery of the underlying Nabriva AG Shares. However, Nabriva AG has advised the Depositary that the Nabriva AG Shares are not listed on any exchange, that, as a holder of Nabriva AG Shares you would have very limited ability to liquidate that investment or pledge those Shares as collateral for a loan and that you might have to hold those Shares indefinitely. If you wish to surrender your ADSs for delivery of Nabriva AG Shares, you must make arrangements with a local custodian in Austria or any other applicable jurisdiction that can receive delivery of those Shares from the Depositary.

Depending upon your circumstances, you may be required to pay any applicable taxes or governmental charges. Payment instructions, if applicable, will be provided to you by the Depositary.

The address of the Depositary is: The Bank of New York Mellon, 101 Barclay Street, Depositary Receipts Division – 15th Floor, Attention: Cancellation Desk, New York, NY 10286. Registered or overnight mail is the suggested method of delivering American Depositary Receipts evidencing ADSs to the Depositary. Terms used in this Notice and not otherwise defined therein shall have the meanings set forth in the Deposit Agreement. For information regarding your Nabriva Therapeutics AG ADSs, please contact the Depositary on telephone number 1-888-BNY-ADRS / 1-888-269-2377.

To learn more about Depositary Receipts and issuer programs, please contact our marketing desks:


New York  
Ravi Davis  
DR Broker Solutions  
+ 1 212 815 2267

London  
Jacek Jankowski  
DR Broker Liaison Support  
+ 44 207 163 7427

drbrokersolutions@bnymellon.com

jacek.jankowski@bnymellon.com

BNY Mellon is providing this information for general informational purposes only and does not warrant or guarantee the accuracy, timeliness or completeness of this information. BNY Mellon does not undertake any obligation to update or amend this information. BNY Mellon provides no advice, recommendation or endorsement with respect to any company or securities. Nothing herein shall be deemed to constitute an offer to sell or a solicitation of an offer to buy securities. BNY Mellon collects fees from DR holders pursuant to the terms and conditions of the DRs and the deposit agreement under which they are issued. From time to time, BNY Mellon may make payments to the issuer to reimburse and / or share revenue from the fees collected from DR holders, or waive fees and expenses to the issuer for services provided, generally relating to costs and expenses arising out of establishment and maintenance of the DR program. BNY Mellon may pay a rebate to brokers in connection with unsponsored DR issuances. BNY Mellon may also use brokers, dealers or other service providers that are affiliates and that may earn or share fees and commissions. BNY Mellon may execute DR foreign currency transactions itself or through its affiliates and in such cases it acts as principal counterparty and not as agent, advisor, broker or fiduciary. BNY Mellon has no obligation to obtain the most favorable exchange rate, makes no representation that the rate is a favorable rate and will not be liable for any direct or indirect losses associated with the rate. BNY Mellon earns and retains revenue on its executed foreign currency transactions based on, among other things, the difference between the rate it assigns to the transaction and the rate that it pays and receives for purchases and sales of currencies when buying or selling foreign currency for its own account. The methodology used by BNY Mellon to determine DR conversion rates is available to registered Owners upon request or at [https://www.adrbnymellon.com/us/en/news-and-publications/dr-issuers/asset\\_upload\\_file49220\\_197380.pdf](https://www.adrbnymellon.com/us/en/news-and-publications/dr-issuers/asset_upload_file49220_197380.pdf). Depositary Receipts are not insured by the FDIC or any other government agency, are not deposits or other obligations of, and are not guaranteed by BNY Mellon, and are subject to investment risks.

 BNY MELLON

## Exhibit A

Section 6.2 of the Deposit Agreement has been amended to read as follows (the added or changed words are underlined):

(a) The Company may initiate termination of this Deposit Agreement by notice to the Depositary. The Depositary may initiate termination of this Deposit Agreement if (i) at any time 60 days shall have expired after the Depositary delivered to the Company a written resignation notice and a successor depositary has not been appointed and accepted its appointment as provided in Section 5.4, (ii) an Insolvency Event or Delisting Event has occurred with respect to the Company or (iii) a Termination Option Event has occurred. If termination of this Deposit Agreement is initiated, the Depositary shall Disseminate a notice of termination to the Owners of all American Depositary Shares then outstanding setting a date for termination (the "Termination Date"), which shall be at least 30 days after the date of that notice, and this Deposit Agreement shall terminate on that Termination Date.

(b) After the Termination Date, the Company shall be discharged from all obligations under this Deposit Agreement except for its obligations to the Depositary under Sections 5.8 and 5.9.

(c) As soon as practicable after the Termination Date, the Depositary shall offer to exchange all the Deposited Securities then held under this Deposit Agreement with Nabriva Ireland PLC ("Nabriva Ireland") for ordinary shares of Nabriva Ireland ("Nabriva Ireland Shares"). If and when that exchange is effected, all outstanding American Depositary Shares shall be automatically cancelled and shall thereafter represent only the right to receive delivery of the amount of Nabriva Ireland Shares represented thereby. All Owners shall surrender their American Depositary Shares to be exchanged into Nabriva Ireland Shares, and that shall be a mandatory exchange and the Depositary shall call for surrender of all the American Depositary Shares for that exchange. After cancellation of the American Depositary Shares, the Depositary shall be discharged from all obligations under this Deposit Agreement, except (i) to account for the Nabriva Ireland Shares being held for exchange and any property received in respect of those Nabriva Ireland Shares (after deduction or upon payment, in each case of the fee of the Depositary for the surrender of American Depositary Shares, any expenses for the account of the Owner of such American Depositary Shares in accordance with the terms and conditions of this Deposit Agreement and any applicable taxes or governmental charges), (ii) for its obligations under Section 5.8 and (iii) to act as provided in the paragraph (d) below.

(d) After the Termination Date, the Depositary shall continue to receive dividends and other distributions pertaining to Deposited Securities (including, for purposes of this paragraph (d), the Nabriva Ireland Shares receives in the exchange provided for in paragraph (c) above), may sell rights and other property as provided in this Deposit Agreement and shall deliver Deposited Securities (or sale proceeds) upon surrender of American Depositary Shares (after payment or upon deduction, in each case, of the fee of the Depositary for the surrender of American Depositary Shares, any expenses for the account of the Owner of those American Depositary Shares in accordance with the terms and conditions of this Deposit Agreement and any applicable taxes or governmental charges). After the Termination Date, the Depositary shall not accept deposits of Shares or deliver American Depositary Shares. After the Termination Date, (i) the Depositary may refuse to accept surrenders of American Depositary Shares for the purpose of withdrawal of Deposited Securities (that have not been sold) if in its judgment the requested withdrawal would interfere with its efforts to sell the Deposited Securities, (ii) the Depositary will not be required to deliver cash proceeds of the sale of Deposited Securities until all Deposited Securities have been sold and (iii) the Depositary may discontinue the registration of transfers of American Depositary Shares and suspend the distribution of dividends and other distributions on Deposited Securities to the Owners and need not give any further notices or perform any further acts under this Deposit Agreement except as provided in this Section 6.2.