

*Unofficial English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **NOTICE OF ANNUAL GENERAL MEETING PROMORE PHARMA AB (PUBL)**

The Annual General Meeting of Promore Pharma AB (publ) will be held on Tuesday, 27 June 2023 at 11 am, in the company's premises at Fogdevreten 2, 171 65 Solna. Registration begins at 10.30 am.

### **RIGHT TO ATTEND AND NOTIFICATION OF THE COMPANY**

Anyone wishing to attend the meeting must

- (i) be entered as a shareholder in the share register kept by Euroclear Sweden AB as of 16 June 2023, and
- (ii) give notice to the company of its intention to attend no later than 20 June 2023.

Notification of attendance may be given in writing to the company by e-mail to [shareholders@promorepharma.com](mailto:shareholders@promorepharma.com) or by mail to Promore Pharma AB (publ), "Annual General Meeting", Karolinska Institutet Science Park, Fogdevreten 2, SE-171 65 Solna, Sweden or by telephone on +46-(0)8-124 548 59. When giving notification, please state your name or company name, personal ID or company registration number, address, and daytime telephone number as well as the number of advisors.

### **NOMINEE REGISTERED SHARES**

To be entitled to attend the meeting, holders of nominee registered shares must instruct the nominee to have the shares registered in the holder's own name, so that the holder is entered in the share register kept by Euroclear Sweden AB as of 16 June 2023. Registration in this way may be temporary. Request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines. Voting rights registration that has been made by the nominee not later than 20 June 2023 will be considered in the preparation of the share register.

### **PROXY AND PROXY FORM**

Anyone who does not attend the meeting in person may exercise its right at the meeting via a proxy in possession of a written, signed and dated form of proxy. The form of proxy may be obtained from the company and it is also available on the company's website: [www.promorepharma.com](http://www.promorepharma.com) at least three weeks immediately before the meeting. Representatives of a legal person must attach a copy of the registration certificate or equivalent documentary authority. To facilitate entry to the meeting, forms of

proxy, registration certificates and other documentary authority must be received by the company at the above-stated address, in good time before the meeting.

### **PROPOSED AGENDA**

1. Opening of the meeting and election of Chairman of the meeting
2. Preparation and approval of voting list
3. Approval of the agenda
4. Election of one or two people to approve the minutes
5. Examination of whether the meeting has been duly convened
6. Presentation of the annual report and auditor's report, and also the group accounts and auditor's report for the group
7. CEO's address
8. Decisions on:
  - a) adoption of the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet;
  - b) allocation of the company's loss in accordance with the adopted balance sheet and
  - c) discharge from liability towards the company for the directors and the CEO
9. Determination of the number of directors, alternate directors and auditor and alternate auditor
10. Determination of the fees for the directors and for the auditor
11. Election of directors, Chairman of the Board and auditor, and, when applicable, alternate directors and an alternate auditor
12. Decision on authorisation to issue new shares, convertible instruments and warrants
13. Closure of the meeting

### **DECISIONS PROPOSED BY THE NOMINATION COMMITTEE**

The Nomination Committee for the AGM 2023 comprises the following members: David Sundin, representing Corespring New Technology AB (Chairman of the Nomination Committee), Jari Pulkkinen, representing the "Consortium", Candice Jung, representing PharmaResearch Co. Ltd., and Marianne Dicander Alexandersson, Chairman of the Board in Promore Pharma AB (publ).

#### **Election of Chairman of the meeting (item 1)**

The Nomination Committee proposes that Anders Björnsson, Advokaterna Liman & Partners, be elected to chair the meeting.

#### **Determination of the number of directors, alternate directors and auditor and alternate auditor (item 9)**

The Nomination Committee proposes that the Board shall be composed of five directors, with no alternates, for the period until the next AGM. The Nomination Committee proposes that the company will have one auditor and no alternate.

**Determination of the fees for the directors and for the auditor (item 10)**

The Nomination Committee proposes that the fees for the directors will be paid as follows. The Chairman of the Board will receive SEK 300,000 and the other directors will receive SEK 150,000 each.

Fees will be paid to the auditor in accordance on current accounts.

**Election of directors, Chairman of the Board and auditor, and, when applicable, alternate directors and an alternate auditor (item 11)**

The Nomination Committee proposes re-election of Marianne Dicander Alexandersson, Hans-Peter Ostler, Göran Linder, Kerstin Valinder Strinnholm and Candice Jung. It is proposed that Marianne Dicander Alexandersson be re-elected Chairman of the Board.

Information regarding the proposed directors is available on the company's website:

[www.promorepharma.com](http://www.promorepharma.com).

The Nomination Committee proposes that the registered audit company Finnhammars Revisionsbyrå AB be re-appointed auditor. Finnhammars Revisionsbyrå AB has given notice that if the Nomination Committee's proposal for auditor is adopted at the meeting Per-Olov Strand will be the person appointed to have main responsibility for the audit.

**DECISIONS PROPOSED BY THE BOARD**

**Decision on the allocation of the company's loss in accordance with the adopted balance sheet (item 8 b)**

The Board proposes that no dividend shall be paid, and that the company's accumulated loss shall be carried forward.

**Decision on authorisation to issue new shares, convertible instruments, and warrants (item 12)**

The Board proposes that the general meeting authorizes the Board, on one or several occasions during the period up to the next Annual General Meeting, to resolve upon an issue of new shares, convertible instruments and warrants in accordance with the following.

The Board will be authorized to resolve upon a new issue of shares, convertible instruments and warrants with or without deviation from the shareholders' preferential rights and/or with terms on payment in cash, payment-in-kind, set-off or otherwise with particular terms and conditions.

Upon disapplication from the shareholders' preferential rights, the subscription price will be determined based on the share's, convertible instrument's or warrant's market value at the time of each issue, and where applicable be subject to an issue discount at market rate.

The total number of shares to be issued, shares pursuant to convertible instrument and shares

pursuant to warrants will be not more than 12,142,787 new shares, corresponding to a dilution of approximately 20 per cent.

The purpose of the proposal and the possibility of disapplication from the shareholders' preferential rights, is to increase the flexibility in acquisitions or capital raising.

The Board, or any person appointed by the Board, is authorized to make any minor adjustments to the resolution which may be required in conjunction with the registration with the Swedish Companies Office or because of other formal requirements.

A valid resolution in accordance with the Board's proposal requires that the proposal be approved by shareholders representing at least two thirds of both the votes cast as well as the shares represented at the meeting.

#### **DOCUMENTS**

The Board's and the Nomination Committee's complete proposals as well as accounting documents and the auditor's report will be available at the company and on the company's website [www.promorepharma.com](http://www.promorepharma.com) for at least three weeks immediately before the meeting. Copies of these documents will be sent immediately, and at no cost to the recipient, to shareholders who so request and state their postal address. The documents will also be available at the meeting.

#### **NUMBER OF SHARES AND VOTING RIGHTS**

The total number of shares in the company as of the date of this notice is 60,713,936 representing a total of 60,713,936 voting rights. As of that date the company does not own any of its own shares.

#### **INFORMATION AT THE MEETING**

If any shareholders so request and the Board considers it possible without material harm to the company, the Board and the CEO must provide information at the meeting on any circumstances that may influence determination of an item on the agenda, circumstances that may influence determination of the financial position of the company or its subsidiary, the group accounts and the company's relationship to another group company.

#### **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Solna May 2023

**Promore Pharma AB (publ)**

Board of Directors