

## Correction: NOTICE OF EXTRAORDINARY GENERAL MEETING IN PROMORE PHARMA AB (PUBL)

Addition after section "Proposed AGENDA"

The shareholders of Promore Pharma AB (publ), reg. no. 556639-6809 ("Promore" or the "Company"), are hereby invited to an extraordinary general meeting on 29 December 2023 at 10:00 am CET at Eversheds Sutherland's premises at Sveavägen 20, 111 57 Stockholm. Registration starts at 9:45 am CET. Notice of an extraordinary general meeting is issued due to a request from the shareholder Corespring New Technology AB (the "Shareholder") who controls at least one tenth of all shares in the Company.

### Right to participation and registration

Shareholders who wish to attend the general meeting must

- be entered in the share register maintained by Euroclear Sweden AB on 19 December 2023,
- notify the Company of their participation in the general meeting no later than 21 December 2023 by e-mail to [sabrinaibrisevic@eversheds-sutherland.se](mailto:sabrinaibrisevic@eversheds-sutherland.se) or by ordinary mail to Eversheds Sutherland Advokatbyrå AB, Attn: Sabrina Ibrisevic, Box 14055, 104 40 Stockholm, Sweden. Upon notification, the shareholder shall state name, personal or corporate identity number, address and telephone number and, where applicable, information about advisors (maximum 2).

### NOMINEE REGISTERED SHARES

Shareholders whose shares are registered in the name of a nominee through a bank or securities institution must register their shares in their own name in order to be entitled to participate in the General Meeting. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's procedures. Voting rights registrations completed (registered with Euroclear Sweden AB) no later than 21 December 2023 are taken into account in the preparation of the share register.

### REPRESENTATION BY PROXY ETC.

Shareholders represented by proxy shall issue a written power of attorney for the proxy, signed and dated by the shareholder. The period of validity of the power of attorney may not exceed five years if specifically stated. If no period of validity is specified, the power of attorney is valid for a maximum of one year. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent for the legal entity must be attached. The original power of attorney and any certificate of registration should be sent to the Company at the above address well in advance of the general meeting. The proxy form will be available on the Company's website ([www.promorepharma.com](http://www.promorepharma.com)) no later than two weeks before the general meeting.

Proposed AGENDA

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two verifiers
6. Examination of whether the meeting has been duly convened
7. Presentation of the board of directors' resignation statement and audit report for the period 1 January 2023 to 10 October 2023

8. Resolution on
  - a) adoption of the income statement and balance sheet in the board of directors' resignation statement
  - b) discharge from liability for the members of the board of directors and the chief executive officer
9. Presentation of the liquidator's final accounts and audit report for the period 11 October 2023 to 30 November 2023
10. Resolution on
  - a) adoption of the income statement and balance sheet in the liquidator's final report
  - b) discharge from liability for the liquidator
11. Resolution on termination of voluntary liquidation
12. Determination of the remuneration of the board of directors
13. Election of new board of directors
14. Resolution on amendment of the articles of association (I)
15. Resolution on an issue of shares with non-cash consideration
16. Resolution on amendment of the articles of association (II)
17. Resolution on a) amendment of the articles of association (III); b) directed share issue (equalization issue); and c) reverse share split
18. Consideration of the issue whether the Company's equity has been restored
19. Resolution on a specific issue authorisation
20. Resolution authorising the liquidator or the board of directors to make minor adjustments to the resolutions adopted by the general meeting
21. Closing of the meeting

#### PROPOSED RESOLUTIONS

##### **Item 8 a) – Resolution on adoption of the income statement and balance sheet in the board of directors' resignation statement**

The Shareholder proposes that the general meeting resolves to adopt the income statement and balance sheet in the board of directors' resignation statement.

##### **Item 8 b) – Resolution on discharge from liability for the members of the board of directors and the CEO**

The Shareholder proposes that the general meeting resolves to discharge the members of the board of directors and the chief executive officer from liability.

##### **Item 11 – Resolution on the termination of voluntary liquidation**

The extraordinary general meeting of the Company resolved on 5 October 2023 that the Company would enter into voluntary liquidation in accordance with Chapter 25 Section 3 of the Swedish Companies Act. For the liquidation, the Swedish Companies Registration Office appointed liquidator Lars-Henrik Andersson, Cirio Advokatbyrå AB. The reason for the decision on voluntary liquidation was that there was deemed to be no acceptable alternative to a decision on voluntary liquidation to avoid a bankruptcy situation in the event that a structural transaction could not be implemented. In light of the structural transaction in the form of the reverse acquisition of PMD Device Solutions AB that the Company announced through a press release on 29 December 2023 with the heading "Promore Pharma AB intends to carry out a reverse acquisition of PMD Device Solutions AB" and which is proposed to be resolved upon under item 15 on the agenda, the basis for the voluntary liquidation is no longer deemed to exist. Furthermore, the following is stated:

- i) There are no grounds for compulsory liquidation under Chapter 25 Sections 11 and 12 of the Swedish Companies Act;
- ii) The company's equity, calculated in accordance with Chapter 5 Section 14 of the Swedish Companies Act, is, in the opinion of the auditor, not less than the registered share capital; and
- iii) Replacement has not taken place.

Against this background, the Shareholder termination of the voluntary liquidation and resumption of the Company's activities.

The decision is conditional on the meeting adopting the proposals in items 12–15 on the agenda.

#### **Item 12 - Determination of the remuneration of the board of directors**

The Shareholder proposes that the meeting resolves that the remuneration to the Board of Directors shall be SEK 326,370 to the chairman of the Board of Directors and SEK 260,000 to board members who are not employees of the Company or a subsidiary to the Company.

The resolution is conditional upon the meeting resolving in accordance with the proposals in items 11 and 13–15 on the agenda and that the Swedish Companies Registration Office simultaneously registers the resumption of the company's activities.

#### **Item 13 - Election of new board of directors**

For the period until the end of the next Annual General Meeting, the Board of Directors is proposed to consist of five (5) members without deputies.

The Shareholder proposes that the meeting resolves to elect Peter Donnelly, Magnus Christensen, Christer Ahlberg, Anne Dorney and Myles Murray. Furthermore, it is proposed that Peter Donnelly is elected as Chairman of the Board. All existing members are proposed to be dismissed.

For a description of each new member, please see the company description that will be published ahead of the reverse acquisition of PMD Device Solutions AB.

The resolution is conditional upon the general meeting resolving in accordance with the proposals in items 11–12 och 14–15 on the agenda and that the Swedish Companies Registration Office simultaneously registers the resumption of the company's activities.

#### **Item 14 – Resolution on amendment of the articles of association (I)**

The Shareholder proposes that the extraordinary general meeting resolves to amend the articles of association as set out below.

Current wording	Proposed wording
<b>4 § Aktiekapital / Share capital</b> Aktiekapitalet ska vara lägst 1 400 000 kronor och högst 5 600 000 kronor. <i>The share capital shall be not less than SEK 1,400,000 and not more than SEK 5,600,000.</i>	<b>4 § Aktiekapital / Share capital</b> Aktiekapitalet ska vara lägst 105 400 000 kronor och högst 421 600 000 kronor. <i>The share capital shall be not less than SEK 105,400,000 and not more than SEK 421,600,000.</i>
<b>5 § Antal aktier / Number of shares</b> Antalet aktier ska vara lägst 35 000 000 och högst 140 000 000. <i>The number of shares shall be not less than 35,000,000 and not more than 140,000,000.</i>	<b>5 § Antal aktier / Number of shares</b> Antalet aktier ska vara lägst 2 635 000 000 och högst 10 540 000 000. <i>The number of shares shall be not less than 2,635,000,000 and not more than 10,540,000,000.</i>

The resolution is conditional upon the meeting resolving in accordance with the proposals in items 11–13 och 15 on the agenda and that the Swedish Companies Registration Office has registered the resumption of the Company's activities.

*A resolution under this paragraph shall be valid only if supported by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the extraordinary general meeting.*

**Item 15 - Resolution on an issue of shares with non-cash consideration**

The Shareholder proposes that the general meeting decides on a share issue directed to the shareholders of PMD Device Solutions AB, reg. no. 559305-4173 ("PMD") with payment in the form of all shares in PMD. The share issue is proposed in order for the Company to acquire all shares in PMD. After the issue, the shareholders in PMD will jointly hold a maximum of approximately 97.7 per cent of the total number of shares and votes in Promore and the existing shareholders in Promore will hold approximately 2.3 per cent of the number of shares and votes in the Company. Through the new issue, the Company's share capital will increase by a maximum of SEK 102,978,477.16 through a new issue of a maximum of 2,574,461,929 shares on the following terms.

1. The right to subscribe for the new shares shall accrue to the shareholders of PMD in proportion to their respective shareholdings.

The reason for the deviation from the shareholders' preferential rights is that the Company shall acquire all shares in PMD and that the consideration for such acquisition shall consist of a total of 2,574,461,929 shares in the Company (i.e. the shares proposed to be issued under this issue). The transaction and the issue are expected to be beneficial to all current shareholders of the Company.

2. SEK 0.05961 shall be paid for each subscribed share. A total of SEK 153,462,500 shall be paid for all 2,574,461,929 shares. Payment shall be made by contribution in kind in the form of shares in PMD in accordance with the report pursuant to Chapter 13 Section 7 of the Swedish Companies Act.

3. The share premium shall be added to the unrestricted share premium reserve.

4. Subscription and payment of the newly issued shares shall take place on the day of the issue decision. The board is entitled to extend the subscription period and the time for payment.

5. The new shares entitle to dividends from the day the shares have been entered in the share register maintained by Euroclear Sweden AB.

6. The liquidator, the new board of directors or the person appointed by the liquidator or the new board of directors is authorized to make the minor adjustments necessary for the registration of the resolution with the Registrar of Companies.

The resolution is conditional upon the meeting resolving in accordance with the proposals in items 11–14 on the agenda and that the Swedish Companies Registration Office has registered the resumption of the Company's activities.

*The shareholder Myles Murray may, as the largest shareholder in PMD, through the issue obtain approx. 39 percent of the capital and votes in Promore, which triggers a mandatory bid in accordance with the takeover rules. Myles Murray will apply for an exemption from the mandatory bid from the Swedish Securities Council during the notice period and the outcome of the application will be published no later*

than two weeks prior to the general meeting. The exemption is expected to be conditional upon (i) the shareholders being informed of Myles Murray's highest possible holding as a result of the issue; and (ii) the resolution under this item being supported by shareholders holding at least two thirds (2/3) of both the votes cast and the shares represented at the extraordinary general meeting, whereby any shares in Promore held by Myles Murray are disregarded in the vote count.

#### Item 16 – Resolution on amendment of the articles of association (II)

The Shareholder proposes that the extraordinary general meeting resolves to amend the articles of association as set out below.

Current wording	Proposed wording
<b>1 § Företagsnamn / name of the company</b> Bolagets företagsnamn är Promore Pharma AB (publ). <i>The name of the company is Promore Pharma AB (publ).</i>	<b>1 § Företagsnamn / Name of company</b> Bolagets företagsnamn är PMD Device Solutions AB. Bolaget är ett publikt bolag (publ). <i>The name of the company is PMD Device Solutions AB. The company is a public company (publ).</i>
<b>2 § Styrelsens säte / The registered office of the company</b> Styrelsen ska ha sitt säte i Solna. Bologsstämma ska hållas på den ort där bolaget har sitt säte eller i Stockholm. <i>The company will have its registered office in Solna. The general meeting will be held where the company has its registered office or in Stockholm.</i>	<b>2 § Styrelsens säte / Registered office of the company</b> Styrelsen har sitt säte i Stockholm. <i>The registered office of the company is situated in Stockholm.</i>
<b>3 § Business objects / Verksamhetsföremål</b> Föremålet för bolagets verksamhet ska vara att, direkt eller genom dotterbolag, utveckla läkemedel och medicintekniska produkter, bedriva affärsutveckling, utveckla och underhålla partnerskap och anskaffa kapital samt att bedriva annan därmed förenlig verksamhet. <i>The business of the company is to, directly or through subsidiaries, develop drugs and medical products, conduct business development, develop and maintain partnerships and raise capital and as well as to carry out other activities compatible therewith.</i>	<b>3 § Objects of the company / Objects of the company</b> Bolaget ska direkt eller indirekt genom dotterbolag bedriva forskning, utveckling och framtagning av medicintekniska produkter och utrustning och därmed förenlig verksamhet. <i>The company shall directly or indirectly through subsidiaries conduct research, development and production of medical devices and equipment and thereto related activities.</i>
<b>6 § Styrelse / Board of directors</b> Styrelsen ska bestå av lägst tre och högst 7 ledamöter utan suppleanter. <i>The board of directors will consist of not less than three and not more than seven directors without alternate directors.</i>	<b>6 § Styrelse / Board of directors</b> Styrelsen ska bestå av 3-10 ledamöter med högst 10 suppleanter. <i>The board of directors shall comprise 3-10 directors and not more than 10 alternate directors.</i>
<b>(New item)</b>	<b>§ 13 Tvisters avgörande av skiljemän / Settlement of disputes through arbitration</b> Skulle tvist uppkomma mellan bolaget och styrelsen, styrelseledamot, verkställande direktör, likvidator eller aktieägare, ska den hänskjutas till avgörande av skiljemän i enlighet med lagen (1999:116) om skiljeförfarande. <i>In the event of a dispute between the company and the board of directors, a director, the managing director, a liquidator or a shareholder, the matter shall be determined by arbitrators in accordance with the Swedish Arbitration Act (1999:116).</i>

A resolution under this paragraph shall be valid only if supported by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the extraordinary general meeting.

**Item 17 - Resolution on a) amendment of the Articles of Association (III); b) directed share issue (equalisation issue); and c) reverse share split**

In order to achieve an appropriate number of shares for the Company, the Shareholder proposes that the general meeting resolves on a reverse share split of the Company's shares in accordance with c) below. To enable the reverse share split, it is proposed that the general meeting resolves on a directed share issue (equalization issue) in accordance with b) below and amendment of the limits of the articles of association for the number of shares in accordance with a) and below.

The resolution on reverse share split according to item c) requires an amendment of the articles of association and a share issue according to items a) and b) and vice versa. The shareholder thus proposes that a resolution in accordance with the board of directors' proposal under items a), b) and c) shall be adopted as one resolution.

**a) Amendment of the Articles of Association (number of shares)**

The Shareholder proposes that the meeting resolves to amend § 5 of the articles of association regarding the number of shares as follows:

Current wording	Proposed wording
<b>5 § Antal aktier / Number of shares</b> Antalet aktier ska vara lägst 2 635 000 000 och högst 10 540 000 000. <i>The number of shares shall be not less than 2,635,000,000 and not more than 10,540,000,000.</i>	<b>5 § Antal aktier / Number of shares</b> Antalet aktier ska vara lägst 20 580 000 och högst 82 320 000. <i>The number of shares shall be not less than 20,580,000 and not more than 82,320,000.</i>

**b) Directed share issue (equalisation issue)**

The Shareholder proposes that, in order to technically facilitate the reverse split according to item c), the general meeting resolves on an increase of the Company's share capital by no more than SEK 13.08 through a new issue of no more than 327 shares on the following terms.

1. The right to subscribe for the shares shall, with deviation from the shareholders' preferential rights, accrue only to Corespring New Technology AB. The reason for the deviation from the preferential right is to technically facilitate the proposed reverse share split through a new issue at a low value.
2. The subscription price shall correspond to the quota value, i.e. SEK 0.04 per share, before the reverse split according to item c).
3. Subscription shall be made on a separate subscription list within one week from the date of the general meeting. Payment shall be made within one week from the date of the general meeting. The board of directors is entitled to extend the time for subscription and payment.
4. The new shares entitle to dividends from the record date for dividends that occurs after the shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.

**c) Reverse share split**

The Shareholder proposes that the general meeting resolves on a reverse share split of the Company's shares, whereby 128 existing

shares shall be consolidated into one (1) new shares (reverse share split 1:128). The Shareholder proposes that the general meeting authorizes the new board of directors to determine the record date for the reverse share split. The record date may not occur before the resolution on the reverse share split has been registered with the Swedish Companies Registration Office.

In connection with the determination of the record date for the reverse split, the board of directors shall publish the decision on the determination of the record date and publish further information on the procedure for the reverse split. The shareholder Coespring New Technology AB has undertaken to contribute shares free of charge to those shareholders whose number of shares is not evenly divisible by 128. Thus, this means that all shareholders in the reverse share split will hold shares corresponding to a whole number of new shares and there will be no excess shares (so-called fractions). Coespring New Technology AB has also undertaken to round down its remaining shareholding in the Company to the nearest number that is evenly divisible by 128. After the reverse share split and the equalisation issue, the number of shares in the Company will decrease to 20,587,314. The proposed reverse share split also means that the quota value of the share will increase from SEK 0.04 to approximately SEK 5.1.

*A resolution under this item (a) to (c) shall be valid only if supported by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the extraordinary general meeting.*

#### **Item 18 – Consideration of the issue whether the Company's equity has been restored**

The Shareholder proposes that the general meeting shall establish that the Company's equity is restored.

#### **Item 19 - Resolution on a special authorisation to issue new shares**

The Shareholder proposes that the general meeting authorises the board of directors to, on one or more occasions during the period from the authorisation been registered by the Swedish Companies Registration Office up and until 15 January 2024, resolve to issue new shares at the same conditions as applied for in the directed issue of shares in PMD Device Solutions AB prior to the reverse acquisition and the issue in kind announced through a press release on 29 November 2023 with the heading "Promore Pharma AB intends to carry out a reverse acquisition of PMD Device Solutions AB". The purpose of the authorisation is to enable the Board of Directors to satisfy further interest in participating in a capital raising also after the completion of the reverse acquisition. The authorisation may be used for one or more issues corresponding in total to a maximum raise of SEK 11.5 million.

#### **Item 20 - Resolution authorizing the liquidator or the board of directors to make minor adjustments to the resolutions adopted by the general meeting**

The shareholder proposes that the general meeting authorizes the liquidator, the managing director, the new board of directors or the person the liquidator or the new board of directors otherwise appoints to make such minor adjustments and clarifications of the resolutions passed at the general meeting to the extent necessary for the registration of the resolutions.

#### **OTHER**

##### **Shareholders' right to receive information**

According to Chapter 7 Section 32 of the Swedish Companies Act, shareholders have the right to request information regarding circumstances that may affect the assessment of an item on the agenda.

##### **Processing of personal data**

For information on how your personal data is processed in connection with the general meeting, see the privacy policy on Euroclear AB's website, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

### **Documents**

Proxy forms will be available on the Company's website no later than two weeks before the meeting. Other documents according to the Swedish Companies Act will be made available to shareholders at the Company no later than two weeks before the general meeting and will be sent free of charge to shareholders who request it and provide their postal address or e-mail address. The notice and the documents will also be published on the Company's website and presented at the general meeting.

### **Number of shares and votes**

At the time of issuing this notice, the total number of shares and votes in the Company amounts to 60,713,936. The Company does not hold any own shares.

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Stockholm, November 2023

**Promore Pharma AB (publ)**

### **For additional information, please contact**

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Lars-Henrik Andersson, liquidator

Phone: [+46] 8 527 91 600

E-mail: [Lars-Henrik.Andersson@cirio.se](mailto:Lars-Henrik.Andersson@cirio.se)

Promore Pharma's Certified Adviser is Redeye

### **Promore Pharma in brief**

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Promore Pharma is a biopharmaceutical company specialized in the development of locally administered first-in-category pharmaceuticals for indications with high unmet medical needs, where very few efficacious prescription pharmaceuticals are available. The company is listed on Nasdaq First North Growth Market.

### **Attachments**

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[NOTICE OF EXTRAORDINARY GENERAL MEETING IN PROMORE PHARMA AB \(PUBL\)](#)