

# NOTICE OF ANNUAL GENERAL MEETING IN AFFIBODY MEDICAL AB (PUBL)

**The shareholders of Affibody Medical AB (publ), corporate identity number 556714-5601 (the “Company” or “Affibody”) are hereby invited to attend the annual general meeting of the shareholders on Thursday 16 May 2024, at 14.00 CET to be held in the Company’s premises, Scheeles väg 2, Solna.**

## **Right to participate**

Shareholders whose shares are registered in the name of a nominee must, to exercise the right to vote and participate in the general meeting, register their shares in their own name (so-called voting rights registration) so that the shareholder is included in the share register kept by Euroclear Sweden on Tuesday 7 May 2024. Voting registration requested by shareholders in such time that the registration has been completed by the nominee no later than Friday 10 May 2024 will be considered in the preparation of the share register. This means that such shareholders must advise their nominees of this request well in advance of this date.

Further, in order to participate at the general meeting, shareholders must also notify their intention to participate to the Company no later than Friday 10 May 2024. Notification shall be done in writing by letter addressed to Affibody Medical AB (publ), Scheeles väg 2, 171 65 Solna, by phone +46 8 59 88 38 00, or by e-mail to [peter.zerhouni@affibody.se](mailto:peter.zerhouni@affibody.se). The notification shall include the shareholder’s name, address, telephone number, e-mail address, social security or corporate identity numbers and the number of shares held. Shareholders or proxies may bring up to two advisors to the general meeting, but only if the shareholders have notified the number of advisors to the Company as set out above.

Shareholders who wish to exercise their voting right through a proxy, must issue a dated and signed power of attorney to the proxy. The validity of the power of attorney may not exceed a period of five years from its issuance. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent authorization documents for the legal entity shall be attached. The Company provides a form of power of attorney at request and the form is also available at the Company’s website, [www.affibody.se](http://www.affibody.se).

## **Proposed agenda**

1. Opening of the Annual General Meeting and election of the chairperson of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to approve the minutes
5. Determination as to whether the Annual General Meeting has been duly convened
6. CEO address
7. Presentation of the annual report and the auditor’s report, as well as the consolidated financial statements and the auditor’s report on the consolidated financial statements
8. Resolutions on:
  1. adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet,

2. allocation of the Company's result pursuant to the adopted balance sheet, and
3. discharge from liability towards the Company for the board members and the managing director
9. Resolution on the remuneration to the board members and the auditor
10. Election of board members
11. Election of auditor
12. Resolution regarding adoption of new Articles of Association
13. Resolution on authorization for issues of shares, convertibles, and warrants
14. Closing of the Annual General Meeting

**Main proposals for resolutions***Item 1 – Election of the chairperson of the meeting*

The nomination committee proposes that attorney-at-law Gunnar Mattsson is elected chairperson of the meeting.

*Item 8b) – Allocation of the Company's result pursuant to the adopted balance sheet*

The Board of Directors proposes that the amount at the general meeting's disposal be carried forward in its entirety. The proposal entails that no dividend is paid for the financial year 2023.

*Item 9 – Resolution on the remuneration to the board members and the auditor*

The nomination committee proposes that the board's remuneration for the time until the next Annual General Meeting shall be as follows:

- SEK 500,000 to the chairperson;
- SEK 250,000 to each of the other directors appointed by the general meeting;
- SEK 100,000 to the chairperson of the audit committee; and
- SEK 25,000 to each of the members of the audit committee.

In addition to the proposed fees for ordinary board work, it is proposed that each board member resident outside of Europe shall receive an additional fee of USD 2,000 for participation at each physical board meeting in Sweden and that each board member resident in Europe, but outside of the Nordic countries, shall receive an additional fee of EUR 1,000 for participation at each physical board meeting in Sweden.

No remuneration is proposed to be paid to José F. Suárez.

The nomination committee further proposes that the remuneration to the auditor shall be paid against approved invoice.

*Item 10 – Election of board members*

The nomination committee proposes re-election of the board members Robert Burns, Gillian M. Cannon, Jonathan Knowles, Jakob Lindberg, Anders Martin-Löf, José F. Suárez, Camilla Sønderby, and Mathias Uhlén for a term of office extending until the end of the next Annual General Meeting. Robert Burns is proposed to be re-elected as chairperson of the board.

*Item 11 – Election of auditor*

The nomination committee proposes re-election of the registered auditing firm Ernst & Young AB to be the Company’s auditor for a term of office extending until the end of the next Annual General Meeting. Ernst & Young AB intends to have the authorized public accountant Anna Svanberg remain as auditor in charge. The Nomination Committee’s proposal is consistent with the audit committee’s recommendation.

*Item 12 – Resolution regarding adoption of new Articles of Association*

The Board of Directors proposes that the general meeting resolves to adopt new Articles of Association according to which the limits for the share capital and number of shares are amended and the possibility to hold shareholders’ meetings digitally is introduced.

| Current wording  | Proposed wording  |
|--|---|
| <p>2 § Registered office<br/>The company’s registered office shall be situated in Stockholm, Sweden. Shareholders’ meetings can also be held in Solna, Sweden.</p> | <p>2 § Registered office and shareholders’ meetings<br/>The company’s registered office shall be situated in Stockholm, Sweden. Shareholders’ meetings can also be held in Solna, Sweden. The board of directors may decide that a shareholders’ meeting shall be held digitally.</p> |
| <p>4 § Share capital<br/>The company’s share capital shall be not less than SEK 95,000,000 and not more than SEK 380,000,000.</p>                                  | <p>4 § Share capital<br/>The company’s share capital shall be not less than SEK 120,000,000 and not more than SEK 480,000,000.</p>  |
| <p>5 § Number of shares<br/>The company shall have not less than 19,000,000 shares and not more than 76,000,000 shares.</p>  | <p>§ 5 Number of shares<br/>The company shall have not less than 24,000,000 shares and not more than 96,000,000 shares.</p>   |

*Item 13 – Resolution on authorization for issues of shares, convertibles, or warrants*

The Board of Directors proposes that the general meeting authorizes the Board of Directors to, on one or several occasions during the period up to the next annual general meeting, increase the Company’s share capital through issues of new shares, convertible instruments and/or warrants, with or without deviating from the shareholder’s preferential rights, and with or without provisions on payment by non-cash consideration and/or by way of set-off or other provisions.

The purpose of the authorization and the reason to propose that the Board of Directors shall be authorized to resolve on issues with deviation from the shareholders’ pre-emption rights is to give the Board of Directors flexibility in the work of ensuring that the Company shall be able to raise capital to finance the operations and to enable continued expansion both organically and through acquisitions of companies and businesses, alternatively to enable a broadening of the ownership of the Company with one or several owners of strategic importance to the Company.

An issue in accordance with this authorization shall be on market conditions. The Board of Directors shall be entitled to decide on additional terms and conditions for issues under this authorization and who shall be entitled to subscribe for the shares, warrants and/or convertible instruments. If the Board of Directors deems it appropriate to facilitate the delivery of shares in connection with an issue in accordance with this authorization, the issue may also take place at a subscription price which correspond to the quota value of the shares (provided that the Company ensures through relevant agreements that market compensation is received for the issued shares).

### **Majority requirements**

A resolution in accordance with the proposals in item 12 and 13 above requires that it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the 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 24,486,948.

### **The shareholders' right to information**

Upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the Company, the Board of Directors shall provide information in respect of any circumstances which may affect the assessment of a matter on the agenda or the Company's and the group's financial position as well as the Company's relationship to other group companies.

### **Provision of documents**

The annual report and the auditor's report, complete proposals for resolutions and all other documents pursuant to the Swedish Companies Act will be available at the Company's website [www.affibody.se](http://www.affibody.se) and the Company's office at Scheeles väg 2, Solna, no later than three weeks before the meeting, i.e., no later than Thursday 25 April 2024. The documents will be sent free of charge to the shareholders who request this and state their address or e-mail address.

### **Processing of personal data**

In connection with the general meeting personal data will be processed in accordance with the Company's privacy policy, which is available on the Company's website [www.affibody.se](http://www.affibody.se).

Stockholm in April 2024

**Affibody Medical AB (publ)**

**The Board of Directors**

### **About Affibody**

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Affibody is a clinical stage integrated biopharmaceutical company with a broad product pipeline focused on developing innovative bi- and multi-specific next generation biopharmaceutical drugs based on its unique proprietary technology platform, Affibody® molecules.

Through its validated business model, the company has a proven capability of identifying and prioritizing strategic projects in a timely and de-risked way. Affibody has established several partnerships for the development and commercialization of its innovations with international pharmaceutical companies.

Affibody's main shareholder Patricia Industries is a part of Investor AB.

Further information can be found at: [www.affibody.com](http://www.affibody.com).

## Contacts

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### Affibody

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### Affibody Media Contact

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## Attachments

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