

Press Release

Abliva AB (publ), 556595-6538
26 March 2024 15:35:00 CET - Lund,
Sweden



Resolutions at the Extraordinary General Meeting in Abliva AB (publ)

Abliva AB (Nasdaq Stockholm: ABLI) ("Abliva" or the "Company") has today 26 March 2024 held an Extraordinary General Meeting. A summary of the resolutions follows. The resolutions were passed unanimously.

Amendment of the Articles of Association

In accordance with the Board of Directors' proposal, the EGM resolved to amend the limits of the share capital and the number of shares in the Articles of Association.

§4 in the Articles of Association is to be amended from:

"The share capital shall be no less than SEK 20,000,000 and not more than SEK 80,000,000."

to: "The share capital shall be no less than SEK 50,000,000 and not more than SEK 200,000,000."

§5 in the Articles of Association is to be amended from:

"The number of shares shall be no less than 400,000,000 and not more than 1,600,000,000."

to: "The number of shares shall be no less than 1,000,000,000 and not more than 4,000,000,000."

Approval of the Board of Directors' resolution on a preferential rights issue

Today, the Extraordinary General Meeting approved the Board of Directors' resolution from 22 February 2024 to increase the Company's share capital with no more than SEK 14,404,079.40 by an issue of no more than 288,081,588 shares with preferential rights for existing shareholders. The right to subscribe for shares in the rights issue shall apply to persons whom on the record date for the rights issue are registered as shareholders in the Company. Each shareholder has preferential right to subscribe for shares in relation to the number of shares previously held by the shareholder. The subscription price per share is SEK 0.16.

The record date for determining which shareholders who are entitled to subscribe for shares with preferential right shall be 28 March 2024.

Subscription of shares with subscription rights shall be made through payment in cash during the period from and including 3 April 2024 up to and including 17 April 2024. The Board of Directors shall have the right to extend the subscription and payment period.

Subscription of shares without subscription rights shall be made during the same period as subscription of shares with subscription rights, meaning during the period from and including 3 April 2024 up to and including 17 April 2024. The Board of Directors shall have the right to extend the subscription and payment period.

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Approval of the Board of Directors' resolution on a directed issue of convertible bonds

Today, the Extraordinary General Meeting approved the Board of Directors' resolution from 22 February 2024, that the Company raise a convertible loan in a nominal amount not exceeding SEK 100 through a directed issue of convertible bonds (the "**Convertible Bond 2024**").

Entitled to subscribe for the convertible bonds in the issue shall be institutional and professional investors. The Board of Directors believes that it is advantageous for the Company and for the Company's owners to capitalize on the flexibility to raise capital on favorable terms and in a timely and cost-effective manner from institutional and professional investors. The issue of convertibles, which is made with deviation from the shareholders' pre-emptive rights, will promote value creation for all shareholders of the Company. The Board of Director's overall assessment is therefore that there are good reasons to deviate from the shareholders' preferential right and carry out the directed issue.

The nominal amount of the convertible bonds shall be SEK one (1) or multiples thereof.

The subscription price shall be equal to the nominal amount of the convertible bonds. The subscription price and the conversion rate have been determined based on the Company's shares listed market price and the convertible loan's value after negotiations with the subscribers and following the recommendations from an independent financial advisor.

Holders of the convertible bonds shall convert all of the loan amount, according to the Convertible Bond 2024 into shares in the Company in accordance with the Terms and Conditions for the Convertible Bond within five banking days from the time at which the Company announces the interim data from the KL 1333 Phase II-study if it results in a positive, i.e. non futile, outcome at a conversion price of SEK 0.000000380952380952381. One (1) convertible can be converted into 2,625,000 shares. In connection with the conversion, holders of the convertibles shall pay an additional amount of SEK 0.049999619047619 per share created through conversion to the Company to cover the difference between the conversion rate and the quota share value. In addition, holders of the convertibles shall, in connection with the conversion, pay an additional amount to the Company of SEK 0.11 per share created through conversion. These two additional payments do not constitute a part of the Convertible Bond 2024. Payment of the convertible loan shall be due on 30 September 2024 provided conversion has not been made before.

Given that the conversion price for the Convertible Bond 2024, together with the two additional payments in connection with the conversion, shall correspond to the subscription price of SEK 0.16 in the rights issue that was resolved by the Board of Directors and approved by the extraordinary general meeting, at the same time as the Convertible Bond 2024 (the "**Rights Issue**"), a recalculation of the conversion price according to the Terms and Conditions of the Convertible Bond, as a result of the Rights Issue will not be carried out.

In case of full conversion of the bonds on the last day for conversion, the issue entails an increase of the share capital of not more than SEK 13,125,000.

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Authorization for the Board of Directors to decide on new issue of shares, warrants and/or convertibles

The EGM resolved to authorize the Board of Directors to decide on new issue of shares, warrants and/or convertibles, within the limits of the, at the anytime applicable, Articles of Association, with or without waiving the preferential rights of shareholders on one or more occasions in the period until the next Annual General Meeting. The issues should be at market subscription price, subject to reservation for a market discount where applicable, and apart from cash, payment may be as assets contributed in kind or through offset or subject to other terms and conditions. The purpose of this authorization and the rationale for eventual waiving of shareholders' preferential rights, should be to raise working capital for the Company and/or to add new owners of strategic importance to the Company and/or acquisitions of other companies or operations.

For more information, please contact:

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Abliva – Delivering mitochondrial health

Abliva discovers and develops medicines for the treatment of mitochondrial disease. This rare and often very severe disease occurs when the cell's energy provider, the mitochondria, do not function properly. The company has prioritized two projects. KL1333, a powerful regulator of the essential co-enzymes NAD⁺ and NADH, has entered late-stage development. NV354, an energy replacement therapy, has completed preclinical development. Abliva, based in Lund, Sweden, is listed on Nasdaq Stockholm, Sweden (ticker: ABLI).

Attachments

[Resolutions at the Extraordinary General Meeting in Abliva AB \(publ\)](#)