

# Notice of Annual General Meeting in Oasmia Pharmaceutical AB

The shareholders of Oasmia Pharmaceutical AB, Reg. No. 556332-6676 ("Oasmia" or the "company"), are hereby summoned to the Annual General Meeting on Thursday, 27 May 2021.

In light of the corona pandemic and in order to minimize any risk of spreading the coronavirus, the Board of Directors of the company has decided that the Annual General Meeting is to be held only through postal voting pursuant to temporary legislation. This means that the Annual General Meeting will be conducted without the physical presence of shareholders, representatives or external parties. Shareholders will only be able to exercise their voting rights at the Annual General Meeting by postal voting in advance in the manner described below.

Information on the resolutions passed at the Annual General Meeting will be disclosed on Thursday, 27 May 2021, when the outcome of the postal voting has been confirmed.

A statement in which Oasmia's Chief Executive Officer Francois Martelet comments on the company's operations will be published on the company's website, [www.oasmia.com](http://www.oasmia.com), on 27 May 2021.

## Right to attend

Shareholders who wish to participate in the Annual General Meeting must

1. be registered as of 19 May 2021 in the share register kept by Euroclear Sweden AB, and
2. give notice of participation no later than 26 May 2021 by casting its postal vote in accordance with the instructions under the heading "Postal voting" below so that the postal vote is received by the company no later than that day.

## Nominee-registered shares

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are nominee-registered must, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 19 May 2021. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations made no later than the second banking day after 19 May 2021 are taken into account in the presentation of the share register.

## Postal voting

Shareholders may exercise their voting rights at the Annual General Meeting only by postal voting in advance in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

Shareholders who wish to postal vote must use the postal voting form, which is available on the company's website, [www.oasmia.com](http://www.oasmia.com), and from the company at Vallongatan 1, 752 28 Uppsala, Sweden. The postal voting form is considered as notice to participate at the Annual General Meeting.

The completed and signed form must be received by the company no later than Wednesday, 26 May 2021. The completed and signed form must be sent by mail to Oasmia Pharmaceutical AB, Vallongatan 1, 752 28 Uppsala, Sweden, or by e-mail to [info@oasmia.com](mailto:info@oasmia.com). If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

Shareholders may not provide special instructions or conditions to the postal vote. If so, the vote (i. e., the entire postal vote) is invalid. Further instructions and conditions can be found in the postal voting form.

Shareholders who wish to submit its postal vote by proxy must issue a written and dated power of attorney for their representative. If the power of attorney is issued by a legal person, a copy of the registration certificate or equivalent for the legal person must be attached. Proxy form is available on the company's website, [www.oasmia.com](http://www.oasmia.com), and must be enclosed to the postal voting form.

### Proposed agenda

1. Election of Chairman of the Annual General Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes in addition to the Chairman.
5. Determination as to whether the Annual General Meeting has been duly convened.
6. Presentation of:
  - a. the annual report and the auditor's report, as well as the consolidated financial statements and the consolidated auditor's report, and
  - b. auditor's statement regarding whether there has been compliance with the guidelines for remuneration to senior executives which have applied since the previous Annual General Meeting.
1. Resolution on adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet.
2. Resolution on dispositions in respect of the company's result pursuant to the adopted balance sheet.
3. Resolution on discharge from liability for the members of the Board of Directors and the Chief Executive Officer.
4. Resolution on the number of members and deputy members of the Board of Directors.
5. Resolution on the number of auditors and deputy auditors.
6. Resolution on fees and other remuneration to the members of the Board of Directors.
7. Resolution on auditors' fee.
8. Election of members of the Board of Directors, Chairman of the Board and deputy members.
  - a. Election of Anders Härfstrand as Board member (re-election).
  - b. Election of Hege Hellström as Board member (re-election).
  - c. Election of Birgit Stattin Norinder as Board member (re-election).
  - d. Election of Peter Zonabend as Board member (re-election).
  - e. Election of Andrea Buscaglia as Board member (new election).
  - f. Election of Anders Härfstrand as Chairman of the Board (re-election).

1. Election of auditor.
2. Resolution on principles for appointing a Nomination Committee and instructions for the Nomination Committee.
3. Resolution on approval of remuneration report.
4. Resolution on issue authorization.

### **Nomination Committee**

Prior to the Annual General Meeting, the company's Nomination Committee has consisted of Per Arwidsson (Chairman), representing Arwidssro Investment AB, Håkan Lagerberg, representing Mastan AB, and the Chairman of the Board of Directors, Anders Härfstrand.

### **Proposed resolutions**

#### **Item 1 – Election of Chairman of the Annual General Meeting**

The Nomination Committee proposes that Johan Wigh, or in the event on his absence, the person appointed by the Nomination Committee instead, be elected Chairman of the Annual General Meeting.

#### **Item 2 – Preparation and approval of the voting list**

The voting list proposed to be approved under item 2 on the agenda is the voting list prepared by the Chairman, based on the general meeting share register and received postal votes, as verified and confirmed by the persons elected to attest the minutes.

#### **Item 4 – Election of one or two persons to verify the minutes in addition to the Chairman**

The Board of Directors proposes that Per Arwidsson and Håkan Lagerberg, or in the event of absence of any or both, the person or persons designated by the Board of Directors instead, be elected to attest the minutes. The tasks of the persons elected to attest the minutes also include verifying the voting list and that received postal votes are correctly reproduced in the minutes of the meeting.

#### **Item 8 – Resolution on dispositions in respect of the company's result pursuant to the adopted balance sheet**

The Board of Directors proposes that no dividend is paid and that available profits are carried forward.

#### **Item 10 – Resolution on the number of members and deputy members of the Board of Directors**

The Nomination Committee proposes that the number of members of the Board of Directors shall be five without deputies.

#### **Item 11 – Resolution on the number of auditors and deputy auditors**

The Nomination Committee proposes that one registered accounting firm be elected as auditor, without deputies.

#### **Item 12 – Resolution on fees and other remuneration to the members of the Board of Directors**

The Nomination Committee proposes that the fees to the members of the Board of Directors shall be the following:

- SEK 500,000 to the Chairman of the Board and SEK 250,000 to each of the other Board members elected by the Annual General Meeting who are not employed by the company, and

- SEK 50,000 to the Chairman of the Audit Committee and SEK 25,000 to each of the other members of the Audit Committee, and SEK 50,000 to the Chairman of the Remuneration Committee and SEK 25,000 to each of the other members of the Remuneration Committee.

#### **Item 13 – Resolution on auditors' fees**

The Nomination Committee proposes that the auditor's fees shall be paid as per approved invoice.

#### **Item 14 – Election of members of the Board of Directors, Chairman of the Board and deputy members**

The Nomination Committee proposes re-election of the Board members Anders Härfstrand, Hege Hellström, Birgit Stattin Norinder and Peter Zonabend, and new election of Andrea Buscaglia for the period until the end of the next Annual General Meeting. The Nomination Committee proposes that Anders Härfstrand be re-elected Chairman of the Board.

Information on Andrea Buscaglia follows below.

#### **Andrea Buscaglia**

Born: 1964

Other assignments: Chief Financial Officer of Medicines for Malaria Venture (MMV).

Previous experience: Andrea Buscaglia has extensive financial experience from over 30 years working in senior roles in the biopharmaceutical, MedTech, investment banking and accounting sectors. He was CFO of the medical device and biopharmaceutical companies Endosense (now Abbott Laboratories) from 2009 until 2012 and Nitec Pharma (now Horizon Therapeutics) from 2007 until 2009, and was Vice President Corporate Development at Serono (now Merck KGaA) from 2000 until 2007. Prior to that, he worked for three investment banks, namely S.G Warburg & Co. Ltd. (now UBS), Deutsche Bank and Salomon Smith Barney (Citigroup).

Education: Degree in Business Administration from the University of Bocconi in Milan, Italy and a Diploma in Accountancy from the University of Genoa, Italy.

Holdings of shares or other financial instruments in the company (including holdings of related persons): -

Andrea Buscaglia is independent in relation to the company and its executive management, as well as in relation to major shareholders in the company.

Information on all proposed members is available at the company's website, [www.oasmia.com](http://www.oasmia.com).

#### **Item 15 – Election of auditor**

The Nomination Committee proposes, in accordance with the recommendation of the Remuneration Committee, re-election of the registered accounting firm KPMG AB as the company's auditor for the period until the end of the next Annual General Meeting. KPMG AB has informed that the Authorized Public Accountant Duane Swanson will be appointed auditor in charge, should KPMG AB be elected as auditor.

#### **Item 16 – Resolution on principles for appointing a Nomination Committee and instructions for the Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves to adopt principles for appointing a Nomination Committee prior to the Annual General Meeting in 2022 and instructions for the Nomination Committee's work in accordance with below.

A Nomination Committee shall be appointed for the period until a new Nomination Committee has been appointed to prepare and submit proposals for the shareholders at the Annual General Meeting in 2022 concerning:

- Chairman of the meeting,
- number of Board members,
- election of members of the Board of Directors and Chairman of the Board,
- fees to the members of the Board of Directors,
- election of auditor,
- auditors' fee,
- principles for appointing a Nomination Committee prior to the subsequent Annual General Meeting, and
- other questions that may be placed upon the Nomination Committee according to the Swedish Corporate Governance Code.

The Nomination Committee's proposal shall be presented in the notice of the Annual General Meeting and on the company's website. At other general meetings than the Annual General Meeting, the Nomination Committee's proposal shall comprise the election or elections to take place at the general meeting. The Nomination Committee shall otherwise fulfil the tasks that are placed upon a Nomination Committee according to the Swedish Corporate Governance Code.

The Nomination Committee shall consist of three members, who shall be appointed as follows:

The Chairman of the Board shall contact the two largest shareholders in terms of voting rights, who shall then appoint one representative each to, alongside the Chairman of the Board, comprise the Nomination Committee. If any of the two largest shareholders refrain from appointing a representative, the Chairman of the Board shall invite the shareholder who comes next in size to appoint a representative. The analysis of the ownership shall be based on Euroclear Sweden AB's register of registered shareholders as of 30 September 2021, and any other circumstances known to the Chairman of the Board at this time. In assessing who constitutes the largest shareholders in terms of the number of votes, a group of shareholders shall be considered an owner if they (i) are grouped as owners in Euroclear Sweden AB's register or (ii) published and notified to the company that they have entered into a written agreement to take a long-term stance regarding the company's management by coordinating their exercise of voting rights.

The majority of the Nomination Committee's members shall not be members of the Board of Directors. The majority of the Nomination Committee's members shall be independent in relation to the company and the executive management. Neither the Chief Executive Officer nor other members of the executive management shall be members of the Nomination Committee. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in the company in terms of voting rights or group of shareholders who collaborate regarding the company's management.

The member who represents the largest shareholder in terms of voting rights shall be appointed Chairman of the Nomination Committee, unless the members agree otherwise. The Chairman of the Board or another Board member may not be the Chairman of the Nomination Committee.

Information on the composition of the Nomination Committee shall be provided on the company's website no later than six months prior to the Annual General Meeting, in which information on how shareholders can get in touch with and submit proposals to the Nomination Committee shall be provided.

A shareholder who has appointed a member of the Nomination Committee shall be entitled to appoint a replacing member of the Nomination Committee. In the event a member resigns from the Nomination Committee before the Nomination Committee's assignment is completed, the shareholder who appointed the resigning member shall be entitled to appoint a successor.

If, during the term of office of the Nomination Committee, one or more shareholders who appointed members of the Nomination Committee no longer belong to the two largest shareholders in terms of voting rights, members appointed by these shareholders must tender their resignation and shareholder or shareholders added among the two largest shareholders in terms of voting rights shall have the right to appoint members. Unless there are special reasons, no changes shall be made in the composition of the Nomination Committee if only marginal changes in the number of votes have taken place or if the change occurs later than three months prior to the Annual General Meeting. Changes in the composition of the Nomination Committee are to be published as soon as they have taken place.

No remuneration is paid to members of the Nomination Committee. However, the Nomination Committee is entitled to charge the company with reasonable costs for the execution of the assignment.

#### **Item 17 – Resolution on approval of remuneration report**

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Director's report regarding remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

#### **Item 18 – Resolution on issue authorization**

The Board of Directors proposes that the Annual General Meeting resolves on issue authorization as follows:

The Annual General Meeting authorises the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, resolve on one or more issues of shares, warrants and/or convertible instruments. The Board of Directors shall be authorized to adopt decisions on an issue of shares, warrants and/or convertible instruments with or without deviation from the shareholders' pre-emption rights. The issue resolution may be an issue in kind or an issue by way of set-off and/or on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act. The new shares, warrants and/or convertible instruments shall, in the event of a deviation from the shareholders' pre-emption rights, be issued at a subscription price based on the share price at the time of the issue (or in case of warrants or convertibles, with the share price as basis for a market valuation), decreased by any discount in line with market practice that the Board of Directors deems necessary. All other terms are decided by the Board of Directors, but shall be in line with market practice. A maximum of 89,673,909 shares, which corresponds to twenty percent of the total number of outstanding shares in the company at the time of the Annual General Meeting, may be issued under the authorization (including any new shares following the exercise or conversion of warrants and convertible instruments issued under the authorization).

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office

### **Majority requirements**

To be valid, resolution pursuant to the proposal under item 18 on the proposed agenda must be supported by shareholders representing no less than two-thirds of the votes cast and the shares represented at the Annual General Meeting.

### **Number of shares and votes in the company**

The shares in the company are only issued in one series. Each share in the company carries one vote at the Annual General Meeting. At the time of issuance of this notice, the total number of shares in the company, as well as the total number of voting rights, amounts to 448,369,546. The company holds no treasury shares.

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

The Board of Directors and the Chief Executive Officer shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information at the meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the assessment of the company's or subsidiary's financial position and the company's relationship to other group companies.

Due to the fact that the Annual General Meeting will be held without a physical meeting, requests for information must be submitted in writing by mail to the address Vallongatan 1, 752 28 Uppsala, Sweden, or by e-mail to [info@oasmia.com](mailto:info@oasmia.com), no later than 17 May 2021. Such information is provided by being kept available from the company at the address Vallongatan 1, 752 28 Uppsala, Sweden, and on the company's website, [www.oasmia.com](http://www.oasmia.com), no later than 22 May 2021. The information is also sent within the same time to the shareholders who so request and provide their postal or e-mail address.

### **Available documents**

The Board of Director's and the Nomination Committee's complete proposals are presented in this notice, which is available from the company and on its website as detailed below.

Accounting documents and auditor's report as well as the Board of Director's remuneration report and the auditor's statement regarding compliance with the guidelines for compensation to senior executives will be available from the company no later than three weeks prior to the Annual General Meeting. The documents will also be available on the company's website, [www.oasmia.com](http://www.oasmia.com).

Copies of the above documents are also sent to the shareholders who so request and provide their postal address.

Information on all proposed members of the Board of Directors and the Nomination Committee's reasoned opinion regarding proposals for the Board of Directors is available on the company's website, [www.oasmia.com](http://www.oasmia.com).

### **Processing of personal data**

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

## **Oasmia Pharmaceutical AB**

Uppsala in April 2021  
The Board of Directors

### **For More Information:**

#### **Oasmia Pharmaceutical AB**

Francois Martelet, Chief Executive Officer  
Phone: +46 18-50 54 40  
E-mail: [IR@oasmia.com](mailto:IR@oasmia.com)

#### **Consilium Strategic Communications (For Oasmia)**

Jonathan Birt, Chris Welsh, Ashley Tapp  
Phone: +44 (0)20 3709 5700  
E-mail: [oasmia@consilium-comms.com](mailto:oasmia@consilium-comms.com)

#### **About Oasmia Pharmaceutical AB**

Oasmia is a specialty pharma company dedicated to improving the lives of patients by enhancing the intravenous delivery of established and novel drugs in significant diseases, including cancer. Product development is based on Oasmia's proprietary drug delivery platforms which can be applied to medicines used in many therapeutic areas, to develop water soluble formulations of drugs that currently require chemical solubilizers for dissolution. The first product approved using this technology is Apealea® (paclitaxel micellar). Apealea has received market authorization in the European Union and several other territories for the treatment of first relapse in platinum-sensitive ovarian cancer, in combination with carboplatin. The Company is making Apealea accessible to patients through its partnership with Elevar Therapeutics, together with its existing commercial operations in the Nordic region. Oasmia's shares are traded on the Nasdaq Stockholm stock exchange (ticker: OASM). To find out more about Oasmia please visit [www.oasmia.com](http://www.oasmia.com).

#### **Attachments**

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[Notice of Annual General Meeting in Oasmia Pharmaceutical AB](#)