

Announcement from Xbrane Biopharma's annual general meeting

The 2022 annual general meeting ("AGM") of Xbrane Biopharma AB ("Xbrane" or the "Company") was held today on 5 May 2022 and the following resolutions were passed by the meeting.

Adoption of the income statement and the balance sheet

The AGM resolved to adopt the income statement and the balance sheet in Xbrane and the consolidated income statement and the consolidated balance sheet.

Allocation of profit

The AGM resolved that no dividend would be paid to the shareholders and that the previously accrued results, including the share premium account and year result would be carried forward.

Discharge from liability

The board of directors and the CEO were discharged from liability for the financial year 2021.

Election of the board of directors, auditor and remuneration

In accordance with the nomination committee's proposal, the AGM resolved that the board of directors shall comprise seven directors. The AGM resolved that the number of auditors shall be one registered audit firm.

In accordance with the nomination committee's proposal, the AGM resolved that the remuneration is to be SEK 3,100,000 in total, including remuneration for committee work (SEK 3,000,000 previous year), and shall be paid to the board of directors and the members of the established committees in the following amounts:

- SEK 300,000 (SEK 300,000) for each of the directors and SEK 600,000 (SEK 600,000) to the chairman;
- SEK 50,000 (SEK 50,000) for each of the members of the remuneration committee and SEK 100,000 (SEK 100,000) to the chairman of the committee;
- SEK 75,000 (SEK 50,000) for each of the members of the audit committee and SEK 150,000 (SEK 100,000) to the chairman of the committee; and
- SEK 50,000 (SEK 50,000) for each of the members of the transaction committee and SEK 100,000 (SEK 100,000) to the chairman of the committee.

It was further resolved that the auditor shall be entitled to a fee in accordance with approved invoice.

In accordance with the nomination committee's proposal, Ivan Cohen-Tanugi, Peter Edman, Eva Nilsagård, Mats Thorén, Anders Tullgren and Karin Wingstrand were re-elected as directors of the board. Kirsti Gjellan was elected as new director. Anders Tullgren was re-elected as chairman of the board.

PricewaterhouseCoopers AB was elected as the Company auditor in accordance with the audit committee's proposal. PricewaterhouseCoopers AB has announced that Magnus Lagerberg will continue to act as main responsible auditor.

Adoption of principles for the nomination committee

It was resolved to adopt principles for the nomination committee in accordance with the nomination committee's proposal (the same as previous year's principles).

Amendment of the articles of association

The AGM resolved, in accordance with the board of directors' proposal, to change the municipality of the registered office of the Company from Stockholm to Solna and to introduce a new provision regarding the place for a general meeting of the shareholders, whereby a general meeting may also be held in the municipality of Stockholm. It was further resolved to add a new item (item 8) regarding the determination of the number of directors and auditors, and if applicable, deputy directors in the agenda at the annual general meeting.

Long-term incentive program (LTIP 2022)

It was resolved to approve a long-term share-based incentive plan in accordance with the board of directors' proposal. In order to secure delivery of shares it was also resolved to issue a maximum of 540,000 warrants.

As a result of the LTIP 2022, a maximum of 540,000 shares in the Company may be allotted. The dilution impact on the total share capital and voting powers in the Company will as a maximum be app. 2.11 percent, based on the number of shares in the Company currently outstanding. The dilution effect of LTIP 2022 including all current issued warrants, is estimated to approximately 5.53 percent of the total number of shares and votes in the Company, provided that full subscription warrants and exercise of all issued warrants occurs.

Authorization for the board to issue shares, warrants and/or convertibles

The AGM resolved, in accordance with the board of directors' proposal, to authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve to issue shares, convertibles and/or warrants, with or without preferential rights for the shareholders, corresponding to not more than 10 percent of the share capital of the Company after completed issuances based on the number of shares at the time of the annual general meeting, to be paid in cash, in kind and/or by way of set-off.

Remuneration report

The AGM approved the remuneration report.

For further details regarding the resolutions set out above refer to the proposal in the notice and annual accounts and complete proposals available at the Company's website, www.xbrane.com.

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About Us

Xbrane Biopharma AB develops biological drugs based on a patented platform technology that provides significantly lower production costs compared to competing systems. Xbrane has a portfolio of biosimilar candidates targeting SEK 332 billion in annual sales of the respective reference products, with the leading one under registration in Europe. Xbrane's head office is in Solna, just outside Stockholm. Xbrane is listed on Nasdaq Stockholm under the ticker XBRANE. For more information, visit www.xbrane.com.

Attachments

[Announcement from Xbrane Biopharma's annual general meeting](#)