

## Notice to Annual General Meeting in Modus Therapeutics Holding

The shareholders of Modus Therapeutics Holding AB (publ) are invited to the annual general meeting on Friday, 17 May 2024, at 11.00 a.m., at Advokatfirman Vinge's offices at Smålandsgatan 20, in Stockholm, Sweden.

### Right to participate and notice

A shareholder who wishes to participate in the meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on Wednesday, 8 May 2024, and
- notify the company of their intention to participate in the meeting not later than Monday, 13 May 2024. The notification shall be made by regular mail to Modus Therapeutics Holding AB (publ), Olof Palmes gata 29 IV, SE-111 22 Stockholm. Notification may also be made by e-mail to [claes.lindblad@modustx.com](mailto:claes.lindblad@modustx.com). The notification shall set forth name, social security number or company registration number, number of shares, address, daytime telephone number and, where applicable, the number of advisors (maximum two) that will accompany the shareholder at the meeting.

### Nominee-registered shares

A shareholder whose shares are nominee registered with a bank or other nominee must, in order to be entitled to participate at the meeting, re-register the shares in their own name so the shareholder is entered into the share register by Wednesday, 8 May 2024. Such registration may be temporary (so-called voting registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Monday, 13 May 2024 are taken into account when preparing the register of shareholders.

### Proxy etc.

Shareholder represented by a proxy shall issue a power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a registration certificate or the equivalent indicating the authorized signatories of the legal entity must be enclosed. The original power of attorney, and any registration certificate or the equivalent document, should be sent to the company so that it is received not later than Thursday, 16 May 2024. Proxy forms are available at the company's website [www.modustx.com](http://www.modustx.com) and will, upon request, be sent by regular mail to shareholders stating their postal address.

**Proposed agenda:**

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes of the meeting.
6. Determination of whether the meeting was duly convened.
7. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report for the group.
8. Resolution regarding
  - a. the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
  - b. allocation of the company's results pursuant to the adopted balance sheet,
  - c. discharge from liability of the board members and the managing director.
9. Determination of the number of members and deputy members of the board of directors and the number of auditors and deputy auditors.
10. Determination of remuneration for members of the board of directors and auditors.
11. Election of the members of the board of directors and auditor.
12. Resolution regarding the nomination committee.
13. The board of directors' proposal regarding amendment of the articles of association.
14. The board of directors' proposal regarding resolution on share issue authorization.
15. The board of directors' proposal on authorization to enter into bonus agreements.
16. Closing of the annual general meeting.

**Proposed resolutions in brief:**

**Resolution regarding the allocation of the company's results (item 8 b)**

The board of directors proposes that no dividend shall be distributed, and that the company's accumulated results shall be carried forward.

**The Nomination Committee's proposal (item 2 and 9 – 11)**

The Nomination Committee, consisting of Viktor Drvota (Karolinska Development AB and chairman of the board of directors), Torsten Goesch (KDev Investments AB) and John Öhd, has submitted the following proposals:

- that attorney at law Christian Lindhé is elected chairman of the annual general meeting;
- that the number of board members shall be three without any deputy board members;
- that the number of auditors shall be one with no deputies;
- that no remuneration shall be paid to the board of directors;
- that remuneration to the auditor is proposed to be paid in accordance with approved invoices within the scope of tender;
- that Viktor Drvota, Ellen Donnelly and Torsten Goesch are re-elected as board members for the period until the end of the next annual general meeting;
- that Viktor Drvota is re-elected chairman of the board of directors; and

- that Ernst & Young Aktiebolag is re-elected as auditor for the company for the period until the end of the next annual general meeting.

Information about the persons proposed to be re-elected as board members is set forth in the company's annual report as well as on the company's website, [www.modustx.com](http://www.modustx.com).

#### **Nomination committee (item 12)**

The Nomination Committee proposes that the annual general meeting assigns the chairman of the board the task of convening a Nomination Committee, based on the ownership structure at the end of September 2024, comprising the chairman of the board and one member appointed by each of the three largest shareholders of the company. The Nomination Committee shall remain in place until the following Nomination Committee has been appointed. In the event any of the three largest shareholders refrains from its right to appoint a member of the Nomination Committee, this right shall be vested in the shareholder that, after these three shareholders, has the largest shareholding. In the event a member no longer represents the shareholder that the member was appointed by, or if the member for other reasons resigns from the Nomination Committee before its work has been completed, the shareholder shall be given the opportunity to appoint a new member of the Nomination Committee. The Nomination Committee shall prepare and submit the following proposals to the annual general meeting:

- election of a chairman at the meeting,
- election of the chairman and other members of the board,
- board remuneration divided between the chairman and other members and remuneration to members of the board's committees,
- election of an auditor, any deputy auditor and remuneration,
- new principles for the appointment of the Nomination Committee and instructions for the Nomination Committee's work (if applicable).

#### **Amendment of articles of association (item 13)**

The board of directors proposes that the annual general meeting resolves that the articles of association shall be amended in accordance with the following:

##### *§ 4 Share capital*

The share capital shall be not less than SEK 1,440,000 and not more than SEK 5,760,000.

##### *§ 5 Number of shares*

The number of shares shall be not less than 24,000,000 and not more than 96,000,000.

#### **Share issue authorization (item 14)**

The board of directors proposes that the annual general meeting resolves to grant authorization to the board, for a period that does not extend past the date of the next annual general meeting, on one or several occasions, with or without pre-emptive rights for the shareholders, to resolve on the issue of new shares, convertibles and/or warrants. It shall also be possible to make such an issue resolution stipulating in-kind payment, the right to offset debt or other conditions.

The purpose of the authorization is to enable the financing, commercialization and development of the company's projects and to provide flexibility in commercial negotiations.

#### **Bonus agreement (item 15)**

The board of directors proposes that the annual general meeting resolves to grant authorization to the board, for a period that does not extend past the date of the next annual general meeting, on one or more occasions, to on behalf of the company enter into exit bonus agreements with senior executives and other key persons for the purpose of retaining such persons and to offer the appropriate incentives in relation to the continued development of the company. Through the exit bonus agreements, the senior executives and key persons covered by the agreements may together receive not more than 10 percent of the consideration after transaction costs if (i) the company's shares or assets are acquired or out-licensed, and (ii) the consideration for such sale /licensing exceeds SEK 270 million. If the consideration for such sale/licensing exceeds SEK 1,500 million after transaction costs, senior executives and key persons covered by the bonus agreement may together receive not more than 10 percent of the part of the consideration that is less than SEK 1,500 million and 5 percent of the part of the consideration that exceeds SEK 1,500 million.

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

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. Modus Therapeutics Holding's AB (publ) corporate registration number is 556851-9523 and its registered office is in Stockholm, Sweden.

#### **Other**

The annual report together with the auditor's report for the company will be held available at the company's office at Olof Palmes gata 29 IV, 111 22 Stockholm, no later than three weeks before the annual general meeting and will be sent to shareholders who request it and state their postal address. Shareholders are reminded of their right to obtain information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (2005: 551).

Stockholm in April 2024

#### **Modus Therapeutics Holding AB (publ)**

The Board of Directors

**For more information on Modus Therapeutics, please contact:**

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**Certified Adviser**

Svensk Kapitalmarknadsgranskning AB

Website: [www.skmg.se](http://www.skmg.se)

**About Modus Therapeutics and sevuparin**

Modus is a Swedish biotechnology company that is developing its proprietary polysaccharide sevuparin as a potential treatment for several major healthcare needs including sepsis, endotoxemia, severe malaria and other disorders with severe systemic inflammation as well as states of anemia, related to chronic inflammation such as kidney disease. There is a great need for new treatments that can effectively treat these conditions. Modus' ambition is to create a paradigm shift in the care of these diseases, where sevuparin could provide therapeutic benefits. Modus Therapeutics is listed on the Nasdaq First North Growth market ("MODTX"). More information is available at [www.modustx.com](http://www.modustx.com).

Sevuparin is a clinical stage, innovative proprietary polysaccharide drug with a multimodal mechanism of action, including immunomodulating, anti-adhesive and anti-aggregate effects. Sevuparin is a heparinoid with markedly attenuated anti-coagulation features that allows severalfold higher doses to be given, compared to regular heparinoids, without the associated risk for bleeding side-effects. Two routes of administration of sevuparin are currently being tested – an IV formulation for in-patient administration and a subcutaneous formulation that allows ambulatory and home care administration.

**Attachments**

**[Notice to Annual General Meeting in Modus Therapeutics Holding](#)**