

Press Release

Abliva AB (publ), 556595-6538
05 May 2023 11:30:00 CEST - Lund,
Sweden



Resolutions from Annual General Meeting in Abliva AB (publ) on May 5, 2023

Abliva AB (Nasdaq Stockholm: ABLI) ("Abliva" or the "Company") today on May 5, 2023, held its Annual General Meeting ("AGM"). A summary of the resolution follows.

Approval of income statements and balance sheets 2022, approval of the Remuneration Report, and discharge from liability

The income statements and balance sheets for 2022 were approved, the Board of Directors' Remuneration Report for 2022 was approved, and the managing director and the Board members were discharged from liability for the financial year 2022.

Dividend

In accordance with the Board of Directors' proposal, it was resolved that no dividend would be paid for the financial year 2022.

Determination of the number of Board members and auditors and fees to Board members and Auditor

The AGM resolved that five Board members and one auditor should be appointed. Furthermore, the AGM resolved that fees to Board members and members of the Board of Directors' various Committees not employed by the Company shall be payable, as follows:

- SEK 435,000 (400,000) to the Chair of the Board;
- SEK 270,000 (250,000) each to other Board members;
- SEK 100,000 (unchanged) to the Chair of the Audit Committee;
- SEK 50,000 (unchanged) each to other members of the Audit Committee;
- SEK 40,000 (unchanged) to the Chair of the Remuneration Committee;
- SEK 20,000 (unchanged) each to other members of the Remuneration Committee.

The AGM resolved on a bonus payment in cash to David Laskow-Pooley of SEK 937,500. David Laskow-Pooley is required to use the full amount of the Bonus, net after income tax to acquire Abliva shares on the stock market. The company will pay the social security costs. The shares acquired for the Bonus will be locked in for a period of three (3) years after the acquisition.

The AGM also resolved that as in the previous year, auditors' fees are payable in accordance with approved account pursuant to customary billing terms. No fees should be payable to Nomination Committee members.

Election of the Board of Directors and Auditor

The AGM resolved to re-elect Board members David Laskow-Pooley, David Bejker, Denise Goode, Jan Törnell, and Roger Franklin. David Laskow-Pooley was re-elected as Chair of the Board.

The AGM resolved to re-elect Ernst & Young AB as public audit firm for the period until the end of the AGM 2024. It is Ernst & Young AB's intention to appoint Oskar Wall as auditor in charge.

Abliva AB (publ) - the mitochondrial medicine company. The company is listed on Nasdaq Stockholm, Small Cap, under the ticker symbol ABLI.

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Nomination Committee

The AGM resolved that the Nomination Committee for the AGM 2024 shall be appointed in accordance with the same procedure as the preceding year, and to adopt instructions for the Nomination Committee.

Implementation of a Warrant program for certain Board Members 2023/2027 II

The AGM resolved to implement the Warrant program 2023/2027 II for Board Members David Beijker, Denise Goode and Jan Törnell through a directed issue of not more than 4,500,000 warrants. The participants shall have the right to subscribe for a maximum of 1,500,000 warrants per person.

The warrants shall be issued at market price. The valuation of the warrants shall be made with application of the Black & Scholes formula, based on a subscription price when exercising the warrants of 250 per cent of the volume weighted average price for the Company's share from 20 April 2023 up to and including 5 May 2023. The valuation shall be made by an independent valuation institute. A preliminary valuation indicates a value of SEK 0.05 per warrant.

Each warrant confers the holder a right to subscribe for one (1) new share in the Company against an exercise price corresponding to 250 per cent of the volume weighted average price for the Company's shares during the period from 20 April 2023 up to and including 5 May 2023. The subscription price shall never be less than the quota value of the share. Upon subscription of shares, the part of the subscription price that exceeds the quotient value at the time of the then outstanding shares, shall be allocated to the nonrestricted share premium fund.

The warrants may be exercised for subscription of new shares during the time period from 1 June 2027 up to and including 31 December 2027.

If all warrants issued within Warrant Program for certain Board Members 2023/2027 II are exercised for subscription of shares, the number of shares and votes in the Company will increase with 4,500,000 (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:4 in Abliva AB), which corresponds to a dilution of approximately 0.43 per cent of the number of shares and votes in the Company.

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

The AGM resolved to authorize the Board of Directors to decide on new issue of shares, warrants and/or convertibles, within the limits of the current 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.

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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:

Catharina Johansson, Deputy CEO, CFO & VP Investor Relations
+46 (0)46-275 62 21, ir@abliva.com

Abliva AB (publ)

Medicon Village, SE-223 81 Lund, Sweden
Tel: +46 (0)46 275 62 20 (switchboard)
info@abliva.com, www.abliva.com

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Abliva – Delivering mitochondrial health

Abliva discovers and develops medicines for the treatment of mitochondrial diseases. These rare and often very severe diseases occur 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, is in clinical trials. NV354, an energy replacement therapy, has completed preclinical development. Abliva, based in Lund, Sweden, is listed on Nasdaq Stockholm, Sweden (ticker: ABLI).

Attachments

[Resolutions from Annual General Meeting in Abliva AB \(publ\) on May 5, 2023](#)