

## NOTICE OF ANNUAL GENERAL MEETING IN ALLIGATOR BIOSCIENCE AB

The shareholders of Alligator Bioscience AB, Reg. No. 556597-8201, are invited to the annual general meeting to be held on Wednesday 7 May 2025, at 10.00 a. m CEST at Medicon Village, conference room Bengt, Scheelevägen 4 in Lund, Sweden.

### RIGHT TO PARTICIPATE

Shareholders that want to participate in the annual general meeting must be recorded in the company's share register kept by Euroclear Sweden AB as of Monday 28 April 2025 and, further, have given notice of their intent to participate to the company no later than on Wednesday 30 April 2025, by mail to address, Alligator Bioscience AB, att Greta Höög, Medicon Village, Scheeletorget 1, SE-223 81 Lund, Sweden, by phone to +46 (0)46-540 82 00, or by e-mail to [anmalan@alligatorbioscience.com](mailto:anmalan@alligatorbioscience.com). The notice should specify the shareholder's name, personal identity number or company registration number, telephone number during work hours and the number of shares held by the shareholder and, when applicable, information on the number of advisors (2 at the most).

### TRUSTEE-REGISTERED SHARES

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the general meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than as of Wednesday 30 April 2025. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

### PROXY

Shareholders participating by proxy must issue a dated and signed proxy. Should the proxy be issued by a legal entity, a certified copy of the valid registration certificate (Sw. registreringsbevis) of the legal entity (or corresponding document) must be presented. Proxies should be in writing and submitted at the latest at the annual general meeting, but should preferably be sent before the general meeting. The validity term of the proxy may be at the longest five years if this is specifically stated. In case no validity term is stated, the proxy is valid for at the longest one year. Proxy forms are available at the company's website ([www.alligatorbioscience.com](http://www.alligatorbioscience.com)) and at the company (see address above), and will also be sent to the shareholders that request it and state their address.

## **PROPOSED AGENDA**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the register of voters
4. Election of two persons to confirm the minutes
5. Approval of the agenda
6. Determination as to whether the meeting has been duly convened
7. Presentation by the CEO
8. Presentation of the Annual Report and Audit Report and the Consolidated Annual Report and Consolidated Audit Report as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives
9. Resolution on
  - a) adoption of the profit and loss statement and balance sheet, as well as the consolidated profit and loss statement and the consolidated balance sheet;
  - b) distribution of the company's result according to the adopted balance sheet; and
  - c) discharge from liability of the board members and the CEO
10. Determination of the number of board members as well as auditors and deputy auditors
11. Determination of remuneration for the board members and the auditors
12. Election of board members, Chairman of the board of directors as well as auditors and deputy auditors
13. Resolution on approval of remuneration report
14. Resolution on authorization regarding issues
15. Closing of the meeting

## **PROPOSED RESOLUTIONS**

### ***Item 2: Election of Chairman of the meeting***

The Nomination Committee, consisting of Bertil Brinck (Chairman), representing Koncentra Holding AB, Lars Bergkvist, representing Roxette Photo SA, Magnus Pettersson, representing own shareholding, and the Chairman of the board of directors, Anders Ekblom, proposes that lawyer Ola Grahn is elected as Chairman of the annual general meeting or, in his absence, the person appointed by the Nomination Committee instead.

### ***Item 9 b: Resolution on distribution of the company's result***

The board of directors proposes that no dividends are paid and that the accumulated loss of SEK 127,127,801 shall be carried forward to a new account.

***Item 10: Determination of the number of board members as well as auditors and deputy auditors***

The Nomination Committee proposes that the board of directors shall consist of three ordinary board members elected by the annual general meeting.

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that one registered public accounting firm without deputy is appointed.

***Item 11: Determination of remuneration for the board members and the auditors***

The Nomination Committee proposes that the board remuneration and the remuneration for committee work is unchanged compared to the year 2024; meaning SEK 650,000 to the Chairman of the board of directors and SEK 300,000 to each of the other board members who are not employed by the company. Furthermore, remuneration for committee work is proposed to be SEK 125,000 to the Chairman of the Audit Committee, SEK 50,000 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.

Furthermore, the Nomination Committee proposes that remuneration for the auditor shall be paid in accordance with customary norms and approved invoice.

***Item 12: Election of board members, Chairman of the board of directors as well as auditors and deputy auditors***

The Nomination Committee proposes that Hans-Peter Ostler, Eva Sjökvist Saers and Denise Goode are re-elected as board members and that Hans-Peter Ostler is elected as new Chairman of the board of directors. Anders Ekblom and Staffan Encrantz have declined re-election.

Information on the board members proposed for re-election can be found at the company's website and in the Annual Report (see [www.alligatorbioscience.com](http://www.alligatorbioscience.com)).

Furthermore, the Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that the registered accounting firm Öhrlings PricewaterhouseCoopers AB (PwC) is re-elected as auditor. PwC has informed that the authorized public accountant Ola Bjärehäll will continue to be appointed as the responsible auditor.

***Item 13: Resolution on approval of remuneration report***

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for the financial year 2024.

***Item 14: Resolution on authorization regarding issues***

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, up until the next annual general meeting, at one or several occasions, with or without deviation from the shareholders' preferential rights and with or without provisions regarding contribution in kind, set-off or other conditions, to resolve to issue new ordinary shares, convertibles and/or warrants with right to convert into and subscribe for ordinary shares respectively. The reason for why a deviation from the shareholders' preferential rights should be possible is to enable the company to be able to source working capital, to be able to extend the ownership base with one or more owners of strategic importance, to be able to execute acquisitions of companies or operating assets as well as to enable new issues to industrial partners within the framework of partnerships and alliances. The total number of ordinary shares that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 20 per cent of the number of outstanding ordinary shares as per the date when the issue authorization is utilized for the first time.

In case the authorization is used for an issue with deviation from the shareholders' preferential rights, the issue shall be made on market terms.

The company's CEO shall be authorized to make the minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

**PARTICULAR MAJORITY REQUIREMENTS**

For a valid resolution on the proposal pursuant to item 14, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the annual general meeting.

**GENERAL MEETING DOCUMENTS AND OTHER INFORMATION**

Accounting documents, the audit report, the board of directors' remuneration report, the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives, the complete proposals for resolutions and other documents for the general meeting will be kept available at the company's office at Medicon Village, Scheeletorget 1, SE-223 81 Lund, Sweden and at the

**PRESS RELEASE**

02 April 2025 08:45:00 CEST



company's website ([www.alligatorbioscience.com](http://www.alligatorbioscience.com)) as from no later than three weeks prior to the general meeting. Copies of documents will be sent to shareholders who request it and provide their address and will also be available at the annual general meeting.

At the annual general meeting, the board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group.

As per the date of the notice, the total number of shares and votes in the company amounts to 16,905,477, of which all outstanding shares are ordinary shares.

**PROCESSING OF PERSONAL DATA**

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

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Lund in April 2025

ALLIGATOR BIOSCIENCE AB (PUBL)

The Board of Directors

**Attachments**

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**[Notice of annual general meeting in Alligator Bioscience AB](#)**