

# NOTICE OF ANNUAL GENERAL MEETING IN XINTELA AB (PUBL)

**The shareholders of Xintela AB (publ) are invited to the annual general meeting on Friday, May 6 2022, at 09.00 CET at Medicon Village, Scheeletorget 1, Building 601 Lund, Sweden.**

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## **Information due to the coronavirus**

Due to the coronavirus, the goal is for the AGM to be short and effective with the least risk of infection spreading. Shareholders should carefully consider using the opportunity to participate through proxies. Shareholders who show symptoms of infection (dry cough, fever, shortness of breath, sore throat, headache, muscle and joint pain), have been in contact with people who show symptoms, have been in a risk area or belong to a risk group, are especially encouraged to use such ability. The company's board has decided on the following measures to minimize the risk of spreading the coronavirus at the AGM:

- Voting right registration start at 08.40 and is interrupted when the meeting is opened.
- External guests are not invited.
- No food will be served.
- The Annual General Meeting is held in a larger room where at least 2 meters distance can be held between the participants

## **Right to participate and notice**

Shareholders who wish to participate in the meeting must be recorded in the share register maintained by Euroclear Sweden AB on April 28, 2022, and notify the company of their intention to participate in the meeting not later than May 2, 2022. The notification shall be made by regular mail to Xintela AB (publ), Scheelevägen 2, 223 81 Lund, Sweden. Notification may also be made by e-mail to [gunnar@xintela.se](mailto:gunnar@xintela.se). 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. After registered registration, the notifier will receive a confirmation. If no confirmation is received, the notification has not been made correctly.

Shareholders 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. Such re-registration, which may be temporary, must be completed on April 28, 2022. Accordingly, shareholders who wish to re-register their shares must inform the nominee of this request well in advance of the said date.

***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, shall be sent to the company at the address above well in advance of the meeting. Proxy forms are available at the company's website [www.Xintela.se](http://www.Xintela.se) 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 voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened.
7. Information from the CEO
8. Presentation of the annual report and auditor's report
9. Resolutions on the adoption of the income statement and the balance sheet
10. Resolution on the disposition of the company's results as per the adopted balance sheet
11. Resolution on discharge from liability of the members of the board of directors and the CEO
12. Determination of the number of members of the board of directors and auditors
13. Determination of fees to be paid to the board of directors and auditor
14. Election of the members of the board of directors
15. Election of the chairman of the board of directors
16. Election of the auditor
17. Resolution on amendment of the company's articles of association
18. The board of directors' proposed resolution authorizing the Board of Directors to issue shares, convertibles and warrants with preferential rights for the company's shareholders
19. The board of directors' proposed resolution authorizing the Board of Directors to

issue shares, convertibles and warrants without preferential rights for the company's shareholders

20. Resolution on the distribution of all shares in Targinta AB

21. Closing of the meeting

### ***Proposed decision***

Election of chairman of the meeting, board, chairman of the board and auditor and determination of fees (items 2 and 12 - 16)

- Xintelas CFO, Gunnar Telhammar is elected chairman of the annual general meeting
- that the board of directors shall consist of three members with no deputies
- that a registered auditing company be appointed as auditor
- that board fees shall be paid in the amount of SEK 300,000 to the chairman of the board and in the amount of SEK 150,000 to other board members.
- that auditors' fees shall be paid in accordance with an approved invoice,
- that board members Gregory Batcheller, Lars Hedbys and Maarten de Chateau be re-elected. Karin Johansson Wingstrand and Sven Kili have announced that they are not available for re-election.
- that Gregory Batcheller be re-elected Chairman of the Board, and
- that Öhrlings PricewaterhouseCoopers AB is re-elected as auditor (Öhrlings PricewaterhouseCoopers has stated that auditor Ola Bjärehäll will continue as principal auditor if the meeting resolves in accordance with the proposal).The proposal regarding the auditor is in accordance with the audit committee's recommendation.

### ***Dividend (item 10)***

The Board of Directors proposes that no dividend be paid for the financial year 2021 and that all funds available to the Annual General Meeting be transferred to a new account.

### ***Resolution on amendment of the company's articles of association (item 17)***

The Board of Directors proposes that the Annual General Meeting resolves to amend the company's Articles of Association as follows.

The Articles of Association's limits for share capital are changed from a minimum of SEK 1,220,000 and a maximum of SEK 4,880,000 to a minimum of SEK 2,670,000 and a maximum of SEK 10,680,000. Section 4 of the Articles of Association is thus worded as follows:

"The company's share capital shall amount to a minimum of SEK 2,670,000 and a maximum of SEK 10,680,000."

Furthermore, it is proposed that the Articles of Association's limits for the number of shares be changed from the current minimum of 40,780,000 shares and a maximum of 163,120,000 shares to a minimum of 89,000,000 shares and a maximum of 356,000,000 shares. Section 5 of the Articles of Association is thus worded as follows:

"The number of shares shall be a minimum of 89,000,000 and a maximum of 356,000,000."

Finally, it is proposed that the board or the person appointed by the board be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office.

A resolution in accordance with this item presupposes for its validity that it is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

***Authorization for the Board of Directors to issue shares, convertibles or warrants with preferential rights for the company's shareholders (item 18)***

The Board of Directors proposes that the Annual General Meeting authorizes the Board to, on one or more occasions before the next Annual General Meeting, within the limits of the Articles of Association, only with preferential rights for the company's shareholders, decide on a new issue of shares or issue of convertibles or warrants. Issuance must be possible against cash payment or set-off.

It is also proposed that the board or the person appointed by the board be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office.

***Authorization for the Board of Directors to issue shares, convertibles or warrants without preferential rights for the company's shareholders (item 19)***

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or more occasions before the next Annual General Meeting, deviate from the shareholders' preferential rights, decide on a new issue of shares or an issue of convertibles or warrants. Issuance must be possible against cash payment, non-cash payment or set-off or otherwise on terms referred to in ch. Section 5, second paragraph 1-3 and 5 of the Swedish Companies Act. The number of shares, convertibles or warrants that may be issued on the basis of the authorization shall be limited in such a way that the number of shares, after a fully subscribed new issue, full exercise of warrants or full conversion, does not increase by more than twenty (20) percent at the time for this issue the outstanding number of shares. If the Board decides on a share issue without preferential rights for shareholders, the reason must be to be able to

broaden the circle of owners, raise or enable the raising of working capital, increase liquidity in the share, make company acquisitions or raise or enable the raising of capital for company acquisitions.

It is also proposed that the board or the person appointed by the board be authorized to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office.

A resolution in accordance with this item presupposes for its validity that it is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

***Resolution on distribution of all shares in Targinta AB (item 20)***

At the Extraordinary General Meeting on January 17, 2022, it was decided to distribute all shares in the subsidiary Targinta to Xintela's shareholders in accordance with the so-called Lex ASEA rules. The AGM further resolved to authorize the Board to set the record date for such dividends, however, that the record date would fall no later than the day before the 2022 Annual General Meeting. However, due to the current external situation and the turbulence that has occurred in the financial market recently, the Board has not found it responsible to execute the dividend and the associated listing of Targinta.

For the aforementioned reason, the Board of Directors proposes that the Annual General Meeting once again decides on a dividend to Xintela's shareholders consisting of all shares in Targinta AB. Each share in Xintela shall carry the right to one (1) share in Targinta.

The Board further proposes that the AGM resolves that the Board shall be authorized to set a record date for the dividend, however that the record date shall fall no later than the day before the 2023 Annual General Meeting. The shares in Targinta are intended to be listed on the Nasdaq First North Growth Market, and the record date is expected to occur in close connection with the listing. Further information will be announced separately.

The value of the dividend on the shares in Targinta is determined on the basis of the book value of the shares that they have in Xintela's balance sheet at the time of the distribution of the shares to Xintela's shareholders, with application of the applicable accounting rules. The value is based on the quota value of the shares multiplied by the number of shares and a shareholder contribution of SEK 50,000 from 2019. The Board's proposed dividend corresponds to a total amount of SEK 839,414, which is the value of the shares in Xintela's balance sheet as of the date of this notice. This corresponds to a dividend of approximately SEK 0.0094 per share in the company (based on the number of shares in the company per day for this notice). The value of the dividend will be finally determined when the shares are distributed to the company's shareholders.

As of December 31, 2021, Xintela's unrestricted equity amounted to SEK 1,272,972.88, which corresponds to the available amount according to ch. Section 3, first paragraph of the Swedish Companies Act.

### ***Other information***

The annual report and auditor's report as well as other decision material will be kept available at the company and on the company's website no later than two weeks before the Annual General Meeting. The documents, including the notice, are sent on request to shareholders who state their postal address or e-mail.

The shareholders are reminded of their right to, at the Annual General Meeting, receive information from the Board and the President in accordance with Chapter 7. Section 32 of the Swedish Companies Act.

The company is headquartered in Lund.

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

For information on how your personal data is processed, see [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf).

Lund in April 2022

Xintela AB (publ)

The board

### **About Xintela**

Xintela develops medical products in stem cell therapy and targeted cancer therapy based on the Company's cell surface marker integrin  $\alpha 10\beta 1$  which is found on mesenchymal stem cells and on certain aggressive cancer cells. The stem cell marker is used to select and quality-assure the patent-protected stem cell product XSTEM®, which is now entering a clinical development phase for treatment of knee osteoarthritis and difficult-to-heal leg ulcers. The company produces XSTEM for the clinical studies in its GMP-approved manufacturing facility. In cancer therapy, which is run by the wholly owned subsidiary Targinta AB, therapeutic antibodies, targeting integrin  $\alpha 10\beta 1$  (First-in-Class) are being developed for the treatment of triple-negative breast cancer and the brain tumor glioblastoma. Xintela conducts its business at Medicon Village in Lund, Sweden, and is listed on Nasdaq First North Growth Market Stockholm since 22 March 2016. Xintela's Certified Adviser at Nasdaq First North Growth Market is Erik Penser Bank AB, +46 8-463 80 00, [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se).

Press Release  
08 April 2022 08:30:00 CEST

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## Attachments

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