



# NOTICE TO CONVENE EXTRAORDINARY GENERAL MEETING

GUBRA A/S  
CVR NO. 30 51 40 41

To the shareholders of Gubra A/S (CVR no. 30 51 40 41), the board of directors hereby convenes an extraordinary general meeting to be held:

**ON 1 NOVEMBER 2023 AT 10:00 (CET)**  
**PLESNER ADVOKATPARTNERSELSKAB**  
**AMERIKA PLADS 37**  
**DK-2100 COPENHAGEN**

The agenda of the extraordinary general meeting is as follows:

1. Proposal to elect new members to the board of directors
2. Authorization

## **Re agenda item 1**

According to article 14.4 of the articles of association, the board of directors shall be composed of 4-9 members.

The board of directors proposes the election of Monika Lessl and Astrid Haug as members of the board of directors.

In accordance with paragraph 3.2.1 of the Danish Recommendations on Corporate Governance, Monika Lessl and Astrid Haug are considered independent.

Please see below for a description of the nominated candidates' qualifications and positions, including information about other executive/management functions held by the candidates in Danish and foreign companies.

If the proposal is adopted by the general meeting the board of directors will consist of Jacob Jelsing (chair), Alexander Thomas Martensen-Larsen (deputy chair), Henriette Rosenquist, Arndt Justus Georg Schottelius, Monika Lessl and Astrid Haug.

## **Re agenda item 2**

The board of directors proposes to authorize Thomas Holst Laursen to file and register the adopted resolution with the Danish Business Authority, including to make any such amendments and/or adjustments as required by the Danish Business Authority in connection with the registration.



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### **General information**

This notice, including the agenda and the full text of the proposed resolutions and the information about the total number of shares and the voting rights on the date of the notice, will be available from 9 October 2023 at [www.gubra.dk](http://www.gubra.dk) under the Investor section.

This notice, including the agenda and the full text of the proposed resolutions, will also be sent by email to the registered shareholders who have registered their email addresses with Gubra A/S in accordance with article 10.3 of the articles of association.

The general meeting is led by a chair of the meeting elected by the board of directors pursuant to article 11.8 of the articles of association.

### **Votes and voting requirements**

Adoption of the proposals made under items 1 and 2 may be adopted by a simple majority of the votes.

The share capital of Gubra A/S amounts to nominally DKK 16,349,703. Each share of nominally DKK 1 carries one vote and thereby entitled the holder to one vote at the general meeting.

### **Registration date**

The shareholders' right to vote at the general meeting or the right to vote by post are determined in proportion to the shares held by the shareholders on the date of registration.

The date of registration is 27 October 2023.

Only shareholders recorded in the register of shareholders of Gubra A/S at the expiry of the registration date on 27 October 2023 are entitled to attend and vote at the general meeting (please note the below deadlines in respect of admission cards, proxies (powers of attorney) and postal votes (votes in writing), respectively).

The number of shares held by each shareholder on the date of registration is calculated at the expiry of the registration date. The shares held by each shareholder at the registration date are calculated based on the registration of the number of shares held by that shareholder in Gubra A/S' register of shareholders as well as any notification of ownership received by Gubra A/S for the purpose of registration in the Gubra A/S' register of shareholders, but which have not yet been registered.

Information about shareholdings must be duly documented by presenting a transcript from VP Securities A/S or other similar documentation that may not be more than one month old. Such documentation must be duly received by Gubra A/S before the expiry of the registration date.

### **Admission card**

Shareholders who wish to attend the general meeting to be physically held at the offices of Plesner Advokatpartnerselskab, Amerika Plads 37, DK-2100 Copenhagen must have requested for an admission card to the general meeting no later than 27 October 2023 at 23:59 (CEST).



Admission cards are issued to shareholders who hold shares in Gubra A/S at the expiry of the registration date and have submitted a timely request for an admission card.

The request for an admission card is made via the shareholder portal at <https://investors.gubra.dk/share-info/default.aspx#Investor-Portal> by quoting personal username and password no later than on 27 October 2023 at 23:59 (CEST).

Admission cards can be collected at the entrance of the general meeting upon presentation of valid ID.

### **Proxy / Power of attorney**

A shareholder who is not able to attend the general meeting may choose to submit a proxy to the board of directors or another named third party.

Proxy holders may be appointed electronically via the shareholder portal at <https://investors.gubra.dk/share-info/default.aspx#Investor-Portal> by quoting personal username and password no later than on 27 October 2023 at 23:59 (CEST).

### **Postal vote / Vote in writing**

Instead of voting in person at the general meeting, the shareholders may vote by post (i.e. vote in writing) before the general meeting is held.

Postal votes may be submitted electronically via the shareholder portal at <https://investors.gubra.dk/share-info/default.aspx#Investor-Portal> by quoting personal username and password no later than on 27 October 2023 at 23:59 (CEST).

A postal vote that has been timely received by Gubra A/S cannot be revoked.

### **Questions**

Shareholders may submit questions in writing in relation to the agenda and the documents for the purpose of the general meeting.

Questions may be submitted by email to [kbo@gubra.dk](mailto:kbo@gubra.dk).

Questions must be received by Gubra A/S no later than on 31 October 2023 at 09:00 (CET). Questions will be answered in writing or orally at the meeting.

Computershare A/S is open for inquiries on weekdays from 9:00 am - 3:00 pm by telephone +45 45 46 09 97 or by email to [agm@computershare.dk](mailto:agm@computershare.dk).

### **Processing of personal data**

In connection with the general meeting, personal data will be processed in accordance with the privacy policy available at <https://www.gubra.dk/privacy-policy/>.



### **Additional information**

Please note that due to the limited agenda of the meeting there will be no catering during or after the general meeting. Further, due to the limited agenda of the meeting, the shareholders are encouraged to submit a proxy to the chair of the board of directors or to submit a postal vote in lieu of attending the general meeting.

## **BACKGROUND INFORMATION ON CANDIDATES FOR THE BOARD OF DIRECTORS**

### **Nominated for election as independent board member**

#### **Monika Lessl**

Nationality: German

Date of birth: 13. Juni 1966

Nominated for election: November 1st, 2023.

#### **Skills and experience:**

- Senior Vice President Bayer AG; Head of Corporate R&D and Social Innovation Leverkusen /Basel
- Executive Director Bayer Foundation for Science and Social Innovation
- Senior Executive in the Healthcare and Life Science Industry with longstanding experience in the area of R&D, Digitalization, Sustainability, Corporate Governance and Societal Engagement
- Member of Bayer AG's Top Leadership Circle, the Global R&D Executive Committee, the Medical and Regulatory Governance committee and Co-Chair of the Bioethics Advisory Council.

#### **Educational background(s):**

- Master Degree in Biology, PhD in Biochemistry/Molecular Biology

#### **Other positions:**

- Non-Executive Director, Marienhaus GmbH, one of the largest social enterprises in Germany (Hospitals and Homes for the elderly)
- Non-Executive Director (Vice Chair), Futurium (Museum of the Future, Berlin)
- Member of the Executive Committee for Science, Innovation and Technology of the German Industry Association (BDI) and the Board of Trustees of the Gesellschaft für Internationale Zusammenarbeit (GIZ), Germany's main development agency
- Nominated as Jury Member for various competitions of the German Federal Ministry of Education and Research and the European Innovation Council

### **Special competencies:**

- Strong background in Strategy, Innovation, Partnership management, set-up of global innovation hubs (Boston, London, Japan) and Inclusive Leadership
- Extensive Board Experience as Non-Executive Board Member.
- Dedicated to advance societal development for a healthy future for all on this planet by engaging in science, sustainability, and equality. Focus on partnership and ecosystem approach.

### **Nominated for election as independent board member**

#### **Astrid Haug**

Nationality: Danish

Date of birth: 25. November 1978

Nominated for election: November 1st, 2023.

### **Skills and experience:**

- Independent consultant in Astrid Haug ApS bureau consulting private companies, organisations, start-ups and funds on digital strategy, social media, innovation, and green impact communication
- Author of six books covering these topics
- Member of Faculty at CBS Masterclass and Executive Board educations at CBS.

### **Educational background(s):**

- Cand. Mag. in Media Sciences, Aarhus University

### **Other positions:**

- Non-Executive Director (Chair), UNICEF Denmark
- Non-Executive Director, Symbion A/S
- Non-Executive Director, Nørrebro Teater
- Non-Executive Director in two start-ups: Re-Zip Aps and Veras ApS (Veras vintage).
- Member of Djøfs TechDK commission
- Masterclass and Executive Board education at CBS.
- Previous Special Advisor for the Minister of Culture. Head of press and media relations for Radikale Venstre (the Danish Social Liberal Party).



### Special competencies:

- Expert on radio and television debates and other media covering these topics
- Extensive Board Experience as Non-Executive Board Member.

The members of the Board of Directors elected by the Extraordinary General Meeting are elected until the end of the next annual general meeting and will resign collectively at the annual general meeting. Board members are eligible for re-election. Pursuant to the Articles of Association, the Board of Directors shall consist of no less than four and no more than nine members elected by the General Meeting.

### Assessment of independence

The assessment of independence is based on the criteria laid out by the Danish Committee on Corporate Governance in Section 3.2.1 of the Recommendations on Corporate Governance.

### Contacts at Gubra

Media: Sofia Pitt Boserup, [sbo@gubra.dk](mailto:sbo@gubra.dk), +45 4188 9586

Investors: Kristian Borbos, [kbo@gubra.dk](mailto:kbo@gubra.dk), +45 3080 8035

### About Gubra

Gubra, founded in 2008 in Denmark, listed on NASDAQ Copenhagen in 2023, is specialized in pre-clinical contract research services and peptide-based drug discovery within metabolic and fibrotic diseases. Gubra's activities are focused on the early stages of drug development and are organised in two business areas – CRO Services and Discovery & Partnerships (D&P). The two business areas are highly synergistic and create a unique entity capable of generating a steady cash flow from the CRO business while at the same time enjoying biotechnology upside in the form of potential development milestone payments and potential royalties from the D&P business. Gubra has approx. 200 employees and had annual revenue of approx. DKK 200 million in 2022. See [www.gubra.dk](http://www.gubra.dk) for more information.

### Attachments

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