

NOTICE OF EXTRAORDINARY GENERAL MEETING IN ALLIGATOR BIOSCIENCE AB

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.

The shareholders of Alligator Bioscience AB, Reg. No. 556597-8201, are invited to the extraordinary general meeting to be held on Monday 13 January 2025 at 11.30 CET, at Medicon Village, conference room Bengt, Scheelevägen 4 in Lund, Sweden.

RIGHT TO PARTICIPATE AND NOTIFICATION

Shareholders that want to participate in the meeting must be recorded in the company's share register kept by Euroclear Sweden AB as of Thursday 2 January 2025 and, further, have notified their participation to the company no later than Tuesday 7 January 2025, by mail to Alligator Bioscience AB, att. Greta Höög, Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden. Notice can also be given by phone +46 (0)46-540 82 00 or by e-mail anmalan@alligatorbioscience.com. The notification should specify the shareholder's complete name, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (two 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 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 Tuesday 7 January 2025. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

PROXIES ETC.

If the shareholder should be represented by a proxy, the proxy must bring a written power of attorney, which is dated and duly signed by the shareholder, to the meeting. The validity term of the power of attorney may not be more than one year, unless a longer validity term is specifically stated in the power of attorney (however at the longest five years). If the power of attorney is issued by a legal entity, the representing proxy must also present an up-to-date registration certificate or equivalent document for the legal entity. In order to facilitate the entrance at the meeting, a copy of the power of attorney and other authorization documents should preferably be attached to the shareholder's notification to participate in the meeting.

A template power of attorney is available at the company's website (www.alligatorbioscience.com) and will be sent to shareholders who request it and state their address.

PROPOSED AGENDA

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the register of voters.
3. Election of two persons to confirm the minutes.
4. Approval of the agenda.
5. Determination as to whether the meeting has been duly convened.
6. Resolution on amendment of the Articles of Association.
7. Resolution on approval of the board of directors' resolution on rights issue of units.
8. Resolution to authorize the board of directors to issue ordinary shares and warrants to guarantors.
9. Resolution to authorize the board of directors to issue warrants.
10. Closing of the meeting.

PROPOSED RESOLUTIONS

Item 1: Election of Chairman of the meeting

The board of directors proposes that lawyer Ola Grahm is elected as Chairman of the meeting.

Item 6: Resolution on amendment of the Articles of Association

In order to enable the rights issue of units consisting of ordinary shares and warrants that is proposed to be approved in accordance with item 7 on the agenda for the meeting, the board of directors proposes that the meeting resolves to amend the company's Articles of Association by adopting new limits for the share capital and the number of shares, respectively. In this regard, the board of directors has prepared fourteen proposals for amendments to the Articles of Association, Alternative A, Alternative B, Alternative C, Alternative D, Alternative E, Alternative F, Alternative G, Alternative H, Alternative I, Alternative J, Alternative K, Alternative L, Alternative M and Alternative N. Only one set of Articles of Association are intended to be registered with the Swedish Companies Registration Office (*Sw. Bolagsverket*). Which Articles of Association may be registered depends on the final transaction structure and how many ordinary shares and warrants are issued and subscribed for and paid for in the rights issue.

It is proposed that the board of directors shall be authorized to register the company's new Articles of Association in accordance with one of Alternative A, Alternative B, Alternative C, Alternative D, Alternative E, Alternative F, Alternative G, Alternative H, Alternative I, Alternative J, Alternative K, Alternative L, Alternative M and Alternative N, based on what the board of directors, after considering the final

terms and the outcome of the rights issue, deems most appropriate. It is therefore proposed that the meeting resolves on all alternatives, but only one of the alternatives may ultimately be registered with the Swedish Companies Registration Office. The board of directors may also find it most appropriate not to register any new Articles of Association at all.

Amendments to the Articles of Association in accordance with Alternative A
§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 600,000 and no more than SEK 2,400,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 750,000,000 and shall not exceed 3,000,000,000.

Amendments to the Articles of Association in accordance with Alternative B
§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 800,000 and no more than SEK 3,200,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 1,000,000,000 and shall not exceed 4,000,000,000.

Amendments to the Articles of Association in accordance with Alternative C
§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 1,040,000 and no more than SEK 4,160,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 1,300,000,000 and shall not exceed 5,200,000,000.

Amendments to the Articles of Association in accordance with Alternative D
§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 1,360,000 and no more than SEK 5,440,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 1,700,000,000 and shall not exceed 6,800,000,000.

Amendments to the Articles of Association in accordance with Alternative E
§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 1,800,000 and no more than SEK 7,200,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 2,250,000,000 and shall not exceed 9,000,000,000.

Amendments to the Articles of Association in accordance with Alternative F

§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 2,400,000 and no more than SEK 9,600,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 3,000,000,000 and shall not exceed 12,000,000,000.

Amendments to the Articles of Association in accordance with Alternative G

§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 3,200,000 and no more than SEK 12,800,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 4,000,000,000 and shall not exceed 16,000,000,000.

Amendments to the Articles of Association in accordance with Alternative H

§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 4,240,000 and no more than SEK 16,960,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 5,300,000,000 and shall not exceed 21,200,000,000.

Amendments to the Articles of Association in accordance with Alternative I

§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 5,600,000 and no more than SEK 22,400,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 7,000,000,000 and shall not exceed 28,000,000,000.

**Amendments to the Articles of Association in accordance with Alternative J
§4 Share capital**

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 7,440,000 and no more than SEK 29,760,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 9,300,000,000 and shall not exceed 37,200,000 000.

**Amendments to the Articles of Association in accordance with Alternative K
§4 Share capital**

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 9,920,000 and no more than SEK 39,680,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 12,400,000,000 and shall not exceed 49,600,000,000.

Amendments to the Articles of Association in accordance with Alternative L
§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 13,200,000 and no more than SEK 52,800,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 16,500,000,000 and shall not exceed 66,000,000,000.

Amendments to the Articles of Association in accordance with Alternative M
§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 17,600,000 and no more than SEK 70,400,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 22,000,000,000 and shall not exceed 88,000,000,000.

Amendments to the Articles of Association in accordance with Alternative N
§4 Share capital

Current wording

The share capital of the company shall be no less than SEK 520,000 and no more than SEK 2,080,000.

Proposed wording

The share capital of the company shall be no less than SEK 22,400,000 and no more than SEK 89,600,000.

§5 Number of shares

Current wording

The number of shares shall not be less than 650,000,000 and shall not exceed 2,600,000,000.

Proposed wording

The number of shares shall not be less than 28,000,000,000 and shall not exceed 112,000,000,000.

The meeting's resolution in accordance with the board of directors' proposal under Alternatives A–N above shall be made as a joint resolution.

The resolution pursuant to this proposal presupposes and is conditional upon that the meeting resolves to approve the rights issue under item 7 on the agenda for the meeting, that the meeting resolves on authorization for the board of directors to resolve on issue of ordinary shares and warrants to guarantors under item 8 on the agenda for the meeting and that the meeting resolves on authorization for the board of directors to resolve on issue of warrants under item 9 on the agenda for the meeting.

Item 7: Resolution on approval of the board of directors' resolution on rights issue of units

The board of directors proposes that the meeting resolves to approve the board of directors' decision of 2 December 2024 on a rights issue of units, whereby each unit consists of ten (10) ordinary shares, ten (10) warrants series TO 10 ("**TO 10**") and five (5) warrants series TO 11 ("**TO 11**") and on the following terms and conditions in general:

1. The board of directors, or a person appointed by the board of directors, shall be authorized to, no later than five weekdays prior to the record date, determine the maximum amount by which the company's share capital shall be increased, the maximum number of new ordinary shares, TO 10 and TO 11, and consequently the number of units, that shall be issued, the number of existing ordinary shares that shall entitle to subscription of a certain number of units and the amount that shall be paid for each unit in the rights issue.

2. The board of directors' determination of the terms and conditions of the rights issue pursuant to the authorization in item 1 may not result in the company's share capital and number of shares, after the completion of the rights issue, exceeding the limits of the company's maximum permitted share capital and number of shares according to the Articles of Association (based on the current Articles of Association or one of the Articles of Association proposed to the meeting and set out in item 6 on the agenda for the meeting). As a result of the exercise of the TO 10 and TO 11, the company's share capital may be increased by not more than the amount corresponding to the number of warrants of each series that shall be issued in accordance with item 1, multiplied by the share's quota value.

3. The amount that exceeds the share's quota value shall be transferred to the unrestricted share premium reserve.

4. The warrants shall be issued free of charge.

5. Subscription of units with preferential rights shall be made by exercise of unit rights. The right to receive unit rights for subscription of units with preferential rights shall vest in those who, on the record date, are registered as shareholders and thereby are allotted unit rights in relation to their shareholding as of the record date. The company holds 949,850 own series C shares which do not entitle to preferential rights in the rights issue.

6. The record date for receipt of unit rights and the right to participate in the issue with preferential rights shall be 27 January 2025.

7. If not all units are subscribed for by exercise of unit rights, allotment of the remaining units shall be made within the highest amount of the issue:

- i. *firstly*, to those who have subscribed for units by exercise of unit rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of unit rights that each and every one of those, who have applied for subscription of units without exercise of unit rights, have exercised for subscription of units;
- i. *secondly*, to those who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of units the subscriber in total has applied for subscription of; and
- i. *thirdly*, to those who have provided underwriting commitments with regard to subscription of units, in proportion to such underwriting commitments.

To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

8. Subscription of units by exercise of unit rights shall be made through cash payment during the time period from and including 29 January 2025 up to and including 12 February 2025. Subscription of units through payment means that the subscriber authorizes an issuing agent engaged by the company to execute subscription on a subscription list regarding the number of free of charge warrants that the subscribed units consist of.

Subscription of units without exercise of unit rights shall be made on a separate subscription list during the same time period as subscription by exercise of unit rights shall be made. Payment for units subscribed for without exercise of unit rights is to be made no later than the third banking day after notice on the allotment has been sent to the subscriber through promissory note.

The board of directors shall have the right to prolong the time period for subscription and payment.

9. In the event that a subscriber subscribes for units that entail that the subscriber's total shareholding exceeds a limit that entails a notification obligation in accordance with the Swedish Screening of Foreign Direct Investments Act (*Sw. lagen (2023:560) om granskning av utländska direktinvesteringar*), allotment shall initially only be made at a level whereby the subscriber is below the said limit, and allotment of an excess part of the subscription shall be conditional upon i) the subscriber fulfilling its notification obligation; and (ii) that the Inspectorate of Strategic Products (*Sw. Inspektionen för strategiska produkter*) makes a decision on the basis of the subscriber's notification to the effect that allotment may take place. Payment for such units shall then be made no later than the third banking day after the conditions for subscription have been fulfilled.

10. Subscription can only be made in units and thus not by ordinary shares or warrants individually. Allotment may only be made in units. However, after the rights issue, the ordinary shares and warrants will be separated.

11. The ordinary shares issued in connection with the rights issue convey right to dividends as from the first record date for dividends occurring after the issue resolution.

12. For TO 10 and the exercise of the subscription right, the following terms and conditions inter alia applies:

(a) One (1) TO 10 entitles the right to subscribe for one (1) new ordinary share in the company against cash consideration amounting to 70 per cent of the volume-weighted average price according to the official price list of Nasdaq Stockholm for ordinary shares in the company during the period from and including 11 April 2025 up to and including 28 April 2025, however not less than the higher of (i) SEK 0.01 and (ii) the share's quota value, and not more than an amount corresponding to 125 per cent of the subscription price per share in the rights issue. The subscription price shall be rounded off to the nearest whole öre (SEK 0.01). Any amount exceeding the quota value of the shares shall be added to the free share premium reserve.

(b) The subscription price and the number of ordinary shares that each TO 10 entitles right to subscribe for may be subject to customary recalculation formulas upon split or consolidation of shares, rights issue or similar.

(c) The warrants may be exercised during the period from and including 5 May 2025 up to and including 19 May 2025.

(d) A share issued pursuant to subscription confers right to dividends from the first record date for dividends that occurs following effectuation of the subscription to such extent that the share has been recorded as interim share in the company's share ledger.

1. For TO 11 and the exercise of the subscription right, the following terms and conditions inter alia applies:

(a) One (1) TO 11 entitles the right to subscribe for one (1) new ordinary share in the company against cash consideration amounting to 70 per cent of the volume-weighted average price according to the official price list of Nasdaq Stockholm for ordinary shares in the company during the period from and including 14 August 2025 up to and including 27 August 2025, however not less than the higher of (i) SEK 0.01 and (ii) the share's quota value, and not more than an amount corresponding to 125 per cent of the subscription price per share in the rights issue. The subscription price shall be rounded off to the nearest whole öre (SEK 0.01). Any amount exceeding the quota value of the shares shall be added to the free share premium reserve.

(b) The subscription price and the number of ordinary shares that each TO 11 entitles right to subscribe for may be subject to customary recalculation formulas upon split or consolidation of shares, rights issue or similar.

(c) The warrants may be exercised during the period from and including 1 September 2025 up to and including 15 September 2025.

(d) A share issued pursuant to subscription confers right to dividends from the first record date for dividends that occurs following effectuation of the subscription to such extent that the share has been recorded as interim share in the company's share ledger.

1. The resolution on a rights issue of units presupposes and is conditional upon that the meeting resolves to amend the Articles of Association in accordance with the board of directors' proposal under item 6 on the agenda for the meeting, that the meeting resolves on authorization for the board of directors to resolve on issue of ordinary shares and warrants to guarantors under item 8 on the agenda for the meeting and that the meeting resolves on authorization for the board of directors to resolve on issue of warrants under item 9 on the agenda for the meeting.

Item 8: Resolution to authorize the board of directors to issue ordinary shares and warrants to guarantors

In order to enable the issuance of units consisting of ordinary shares and warrants as compensation to those who have entered into guarantee commitments (the "**Guarantors**") to secure the rights issue of units that was resolved upon by the board of directors on 2 December 2024, and which is proposed to be approved under item 7 on the agenda for the meeting, the board of directors proposes that the meeting resolves to authorize the board of directors, for the period until the next annual general meeting, on one or several occasions, with deviation from the shareholders' preferential rights and with or without provisions regarding set-off or other conditions, to resolve on issue of ordinary shares and warrants to the Guarantors.

Upon exercise of the authorization, the terms and conditions for units shall be the same as in the rights issue, meaning that each unit shall consist of ten (10) ordinary shares, ten (10) warrants series TO 10 and five (5) warrants series TO 11, including the subscription price in the rights issue.

The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights is to be able to carry out an issue of units as compensation to the Guarantors. The number of ordinary shares and warrants that may be issued pursuant to the authorization may not exceed the total number of ordinary shares and warrants corresponding to the agreed underwriting fee that the company has to pay to the Guarantors.

The resolution pursuant to this proposal presupposes and is conditional upon that the meeting resolves on amendment of the Articles of Association under item 6 on the agenda for the meeting, that the meeting resolves to approve the rights issue under item 7 on the agenda for the meeting and that the meeting resolves on authorization for the board of directors to resolve on issue of warrants under item 9 on the agenda for the meeting.

Item 9: Resolution to authorize the board of directors to issue warrants

The board of directors proposes that the meeting resolves to authorize the board of directors to, on one occasion during the period until the next annual general meeting, with deviation from the shareholders' preferential rights, resolve to issue warrants. The warrants shall be issued free of charge and shall be of the same series as the warrants that are proposed to be issued in the rights issue of units consisting of shares and warrants series TO 10 and TO 11, which is proposed to be approved under item 7 on the agenda for the meeting.

The purpose of the authorization as well as the reasons for the deviation from the shareholders' preferential rights and the warrants being issued free of charge is to enable an issue of warrants series TO 10 and TO 11 to Fenja Capital II A/S ("**Fenja Capital**") as part of the restructuring of the company's existing loan agreement with Fenja Capital as described in the company's press release from 2 December 2024.

The resolution pursuant to this proposal presupposes and is conditional upon that the meeting resolves on amendment of the Articles of Association under item 6 on the agenda for the meeting, that the meeting resolves to approve the rights issue under item 7 on the agenda for the meeting and that the meeting resolves on authorization for the board of directors to resolve on issue of ordinary shares and warrants to guarantors under item 8 on the agenda for the meeting.

PARTICULAR MAJORITY REQUIREMENTS

For valid resolutions on the proposals pursuant to items 6 and 8–9, the proposals have to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the meeting.

MEETING DOCUMENTS AND OTHER INFORMATION

The complete proposals for resolutions and ancillary documents pursuant to the Swedish Companies Act (*Sw. aktiebolagslagen*) will be kept available at the company's office at Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden and at the company's website (www.alligatorbioscience.com) as from no later than three weeks prior to the meeting, and will also be sent to shareholders who request it and provide their address. Copies of the documents will also be available at the meeting.

PRESS RELEASE

02 December 2024 08:45:00 CET



Shareholders present at the meeting have the right to request information at the meeting pursuant to Chapter 7, Section 32 Paragraph 1 of the Swedish Companies Act (2005:551).

NUMBER OF SHARES AND VOTES IN THE COMPANY

The total number of shares in the company amounts to 758,989,086 shares, of which 758,039,236 are ordinary shares with one vote each and 949,850 are series C shares with one-tenth vote each. The total number of votes in the company amounts to 758,134,221 votes. The company holds all 949,850 outstanding series C shares, corresponding to 94,985 votes, which cannot be represented at the meeting.

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>.

Lund in December 2024

ALLIGATOR BIOSCIENCE AB (PUBL)

The Board of Directors

For further information, please contact:

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The information was submitted for publication, through the agency of the contact person set out above, at 8:45 a.m. CET on December 2, 2024.

Attachments

Notice of extraordinary general meeting in Alligator Bioscience AB