

# NOTICE OF ANNUAL GENERAL MEETING PROMORE PHARMA AB (PUBL)

**The Annual General Meeting of Promore Pharma AB (publ) will be held on Tuesday, 17 May 2022 at 2 pm, in the premises of Wennergren Center, Biblioteket, floor 24, Sveavägen 166, in Stockholm. Registration begins at 1 pm.**

*Unofficial English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **RIGHT TO ATTEND AND NOTIFICATION OF THE COMPANY**

Anyone wishing to attend the meeting must

- (i) be entered as a shareholder in the share register kept by Euroclear Sweden AB as of 9 May 2022, and
- (ii) give notice to the company of its intention to attend no later than 11 May 2022.

Notification of attendance may be given in writing to the company by e-mail to [shareholders@promorepharma.com](mailto:shareholders@promorepharma.com) or by mail to Promore Pharma AB (publ), "Annual General Meeting", Karolinska Institutet Science Park, Fogdevreten 2, SE-171 65 Solna, Sweden or by telephone on +46-(0)8-124 548 59. When giving notification, please state your name or company name, personal ID or company registration number, address, and daytime telephone number as well as the number of advisors.

## **NOMINEE REGISTERED SHARES**

To be entitled to attend the meeting, holders of nominee registered shares must instruct the nominee to have the shares registered in the holder's own name, so that the holder is entered in the share register kept by Euroclear Sweden AB as of 9 May 2022. Registration in this way may be temporary. Request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines. Voting rights registration that has been made by the nominee not later than 11 May 2022 will be considered in the preparation of the share register.

## **PROXY AND PROXY FORM**

Anyone who does not attend the meeting in person may exercise its right at the meeting via a proxy in possession of a written, signed and dated form of proxy. The form of proxy may be obtained from the company and it is also available on the company's website: [www.promorepharma.com](http://www.promorepharma.com) at least three weeks immediately before the meeting. Representatives of a legal person must attach a copy of the registration certificate or equivalent documentary authority. To facilitate entry to the meeting, forms of proxy, registration certificates and other documentary authority must be received by the company at the above-stated address, in good time before the meeting.

## **PROPOSED AGENDA**

1. Opening of the meeting and election of Chairman of the meeting
2. Preparation and approval of voting list
3. Approval of the agenda
4. Election of one or two people to approve the minutes
5. Examination of whether the meeting has been duly convened
6. Presentation of the annual report and auditor's report, and also the group accounts and auditor's report for the group

7. CEO's address
8. Decisions on:
  - a) adoption of the profit and loss account and balance sheet, and also the consolidated profit and loss account and consolidated balance sheet;
  - b) allocation of the company's loss in accordance with the adopted balance sheet and
  - c) discharge from liability towards the company for the directors and the CEO
9. Determination of the number of directors, alternate directors and auditor and alternate auditor
10. Determination of the fees for the directors and for the auditor
11. Election of directors, Chairman of the Board and auditor, and, when applicable, alternate directors and an alternate auditor
12. Decision on new performance targets in incentive program (LTI 2020)
13. Decision on authorisation to issue new shares, convertible instruments and warrants
14. Closure of the meeting

#### **DECISIONS PROPOSED BY THE NOMINATION COMMITTEE**

The Nomination Committee for the AGM 2022 comprises the following members: Hans-Peter Ostler, representing "Konsortiet" (Chairman of the Nomination Committee), Henric Rahm, representing PharmaResearch Co. Ltd., David Sundin, representing Corespring New Technology AB and Göran Pettersson, Chairman of the Board in Promore Pharma AB (publ).

#### **Election of Chairman of the meeting (item 1)**

The Nomination Committee proposes that Anders Björnsson, Advokaterna Liman & Partners, be elected to chair the meeting.

#### **Determination of the number of directors, alternate directors and auditor and alternate auditor (item 9)**

The Nomination Committee proposes that the Board shall be composed of five directors, with no alternates, for the period until the next AGM. The Nomination Committee proposes that the company will have one auditor and no alternate.

#### **Determination of the fees for the directors and for the auditor (item 10)**

The Nomination Committee proposes that the fees for the directors will be paid as follows. The Chairman of the Board will receive SEK 300,000 and the other directors will receive SEK 150,000 each.

Fees will be paid to the auditor in accordance on current accounts.

#### **Election of directors, Chairman of the Board and auditor, and, when applicable, alternate directors and an alternate auditor (item 11)**

The Nomination Committee proposes re-election of Marianne Dicander Alexandersson, Hans-Peter Ostler, Göran Linder and Kerstin Valinder Strinnholm. The Nomination Committee proposes a new election of Candice Jung. It is proposed that Marianne Dicander Alexandersson be elected Chairman of the Board. Satyendra Kumar and Göran Pettersson have declined re-election.

Candice Jung was born in 1991. She holds a Ph.D. in Pharmacy from Northeastern University, Boston, USA. Candice Jung has previously held positions in marketing and business development at, amongst others, Johnson & Johnson and the South Korean pharmaceutical company Daewoong Pharmaceutical. She currently works as Head of the American Division of PharmaResearch Co. in Los Angeles. She holds no other board assignments.

Information regarding the proposed directors is available on the company's website: [www.promorepharma.com](http://www.promorepharma.com).

The Nomination Committee proposes that the registered audit company Finnhammars Revisionsbyrå AB be re-appointed auditor. Finnhammars Revisionsbyrå AB has given notice that if the Nomination Committee's proposal for auditor is adopted at the meeting Per-Olov Strand will be the person appointed to have main responsibility for the audit.

## **DECISIONS PROPOSED BY THE BOARD**

### **Decision on the allocation of the company's loss in accordance with the adopted balance sheet (item 8 b)**

The Board proposes that no dividend shall be paid, and that the company's accumulated loss shall be carried forward.

### **Decision on new performance targets in incentive program (LTI 2020) (item 12)**

The Board proposes that the general meeting resolves to replace parts of the performance-based incentive program resolved by the annual general meeting on 26 May 2020, "LTI 2020", regarding three employees and contractors of the company, the "Participants", with respect to certain qualifying terms and conditions as set out below.

After the qualifying period of three years, the Participants will, free of charge, receive allotment of warrants in the company, provided that certain qualifying terms and conditions are met, "Performance Share Rights". The Participants will earn the right to exercise 25 percent of the Performance Share Rights allotted to the Participants for the fulfilment of each of four established performance targets based on the company achieving certain milestones, the "Performance Targets".

The Performance Targets established relating to PXL01 will be replaced with new Performance Targets. The new Performance Targets relating to PXL01 are attributable to the company's recruitment of patients to a clinical trial and the completion of the clinical trial.

Besides the proposed amendments as set out above, it is proposed that LTI 2020 and thereto adhering delivery and hedging measures shall continue to apply unaffected.

### **The Board's proposal for a resolution**

With reference to the above mentioned, the Board proposes that the general meeting resolves on new Performance Targets relating to PXL01 in LTI 2020.

### **Majority requirement**

For a decision in accordance with the Board's proposal on new Performance Targets to be valid, it must be supported by shareholders holding at least nine-tenths of the votes cast as well as of the shares represented at the general meeting.

### **Decision on authorisation to issue new shares, convertible instruments, and warrants (item 13)**

The Board proposes that the general meeting authorises the Board to, for the period to the next AGM and on one or several occasions, issue shares, convertibles and warrants as follows.

The Board will be authorised to decide on issues with or without pre-emption rights for the shareholders and/or with provisions of payment in kind, right of set-off and/or other conditions.

The basis for the determination of the subscription price when disapplying from the shareholders' pre-emption rights will be the share's, the convertible's or the warrant's market value at the time of the respective issue, taking into account rebates in accordance with the market conditions, when applicable.

The number of shares that the Board will be entitled to issue, the number of shares that convertibles may entitle to and the number of shares that may be subscribed for on account of warrants, will totally amount to no more than 12,142,787 new shares, corresponding to a dilution of approximately 20 per cent.

The reason behind the proposal and the possibility of disapplication from the shareholders' pre-emption rights, is to allow flexibility in acquisitions or capital raisings.

The Board, or its appointee, is authorised to make any minor adjustments to this decision deemed necessary to register the decision with the Swedish Companies Registration Office or due to other formal requirements.

For a decision in accordance with the Board's proposal to be valid, it must be supported by shareholders holding at least two-thirds of the votes cast as well as of the shares represented at the general meeting.

#### **DOCUMENTS**

The Board's and the Nomination Committee's complete proposals as well as accounting documents and the auditor's report will be available at the company and on the company's website [www.promorepharma.com](http://www.promorepharma.com) for at least three weeks immediately before the meeting. Copies of these documents will be sent immediately, and at no cost to the recipient, to shareholders who so request and state their postal address. The documents will also be available at the meeting.

#### **NUMBER OF SHARES AND VOTING RIGHTS**

The total number of shares in the company as of the date of this notice is 60,713,936 representing a total of 60,713,936 voting rights. As of that date the company does not own any of its own shares.

#### **INFORMATION AT THE MEETING**

If any shareholders so request and the Board considers it possible without material harm to the company, the Board and the CEO must provide information at the meeting on any circumstances that may influence determination of an item on the agenda, circumstances that may influence determination of the financial position of the company or its subsidiary, the group accounts and the company's relationship to another group company.

#### **PROCESSING OF PERSONAL DATA**

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

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Solna 12 April 2022

**Promore Pharma AB (publ)**

Board of Directors

#### **Attachments**

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