

NOTICE OF EXTRAORDINARY GENERAL MEETING IN EGETIS THERAPEUTICS

The shareholders of Egetis Therapeutics AB (publ), reg. no. 556706–6724 (the “Company” or “Egetis”) are hereby convened to the extraordinary general meeting on Wednesday April 13, 2022.

Due to Covid-19, the Board of Directors has decided in accordance with the Swedish Act on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Associations (2022:121) that the general meeting shall be held without the physical presence of shareholders, proxies or any third parties, and that the shareholders’ voting rights may only be exercised in advance by postal voting. Information about the resolutions passed at the general meeting will be published on Wednesday April 13, 2022, as soon as the outcome of the voting has been finally compiled.

Notice etc.

Shareholders who wish to participate at the extraordinary general meeting must:

- be registered in the share register kept by Euroclear Sweden AB on the record date for the meeting, i.e. on Tuesday April 5, 2022; and
- notify the Company of their intention to attend the general meeting no later than Tuesday April 12, 2022, by submitting their postal vote in accordance with the instructions set forth below, so that the postal vote is received by the Company no later than Tuesday April 12, 2022.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through a bank or other trustee must, in order to exercise the right to vote and participate in the general meeting, register with the Company and temporarily re-register the shares in their own name (so called voting registration) with Euroclear Sweden so that the shareholder is included in the shareholders’ register kept by Euroclear Sweden on April 5, 2022. Voting registration requested by shareholders in such time that the registration has been completed by the nominee no later than Thursday April 7, 2022, will be taken into account in the preparation of the shareholders’ register. Shareholders are therefore advised to request such registration of the shares well in advance of this date.

Postal voting

The shareholders may exercise their voting rights at the general meeting only by postal voting in accordance with Section 22 of the Act (2022:121) on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Associations. A special form shall be used for the postal voting, which is available on the Company’s website, www.egetis.com. No separate registration is required as the meeting is conducted without physical presence; a completed and signed postal voting form is valid as registration to participate in the general meeting.

The completed and signed postal voting form must, in order to be taken into account, have been received by the Company no later than Tuesday April 12, 2022. Postal votes received later will not be taken into account.

If the shareholder is a legal entity or if the shareholder exercises its voting rights through a proxy, a registration certificate or equivalent document for the legal entity and, where applicable, a power of attorney must be submitted together with the postal voting form. Shareholders who are represented by a proxy must issue a dated and signed power of attorney for the proxy. The period of validity of the power of attorney may be specified for a maximum of five years from the date of issue. If the proxy has been issued by a legal person, a copy of a registration certificate or equivalent authorization document for the legal person shall be enclosed. The Company provides a form of proxy on request and it is also available on the Company’s website, www.egetis.com. Shareholders may not provide the postal vote with any special instructions or conditions. If so, the postal vote is invalid and will not be taken into account. Further instructions and conditions are set forth in the postal voting form and on the Company’s website, www.egetis.com.

Proposed agenda

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Approval of the Board of Directors' resolution on March 21, 2022, on new issue of shares
7. Closing of the general meeting

Proposals to resolutions*Item 1 – Election of chairman of the general meeting*

The Board of Directors proposes that attorney-at-law Gunnar Mattsson, or someone else appointed by the Board of Directors in the event Gunnar Mattsson is prevented, is elected as chairman of the general meeting.

Item 2 – Preparation and approval of the voting list

Since shareholders exercise their right to vote through postal voting, it will not be possible to obtain the general meeting's approval of the voting list. Therefore, the Board of Directors proposes that the voting list is prepared and approved by the chairman of the general meeting.

Item 3 – Election of one or two persons to verify the minutes

The Board of Directors proposes that Håkan Åström, or someone else in the event Håkan Åström is prevented, is proposed to verify the minutes. The person verifying the minutes shall, in addition to approving the minutes, check the voting list and that the results of received votes are correctly reflected in the minutes.

Item 6 – Approval of the Board of Directors' resolution on March 21, 2022, on new issue of shares

The Board of Directors proposes that the general meeting resolves to approve the Board of Directors' resolution on March 21, 2022, on a new issue of shares, with preferential rights for the shareholders, to increase the Company's share capital with no more than SEK 2 606 346.66 by an issue of no more than 49 520 568 shares in accordance with the following conditions:

1. The right to subscribe for shares shall, with preferential rights for existing shareholders, be granted to those who, on the record date of the share issue, are registered as shareholders in the Company. One (1) existing share shall entitle to one (1) subscription right and ten (10) subscription rights shall entitle to subscription of three (3) new shares. In addition, investors are offered the opportunity to subscribe for shares without the support of subscription rights.
2. In the event that all shares are not subscribed for by way of subscription rights, the Board of Directors shall, within the maximum amount of the share issue, resolve on allotment of shares without subscription rights, whereby allotment shall be made as follows. Primarily, allotment shall be made to those who subscribed for shares by way of subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, pro rata in relation to the number of subscription rights exercised for subscription and, to the extent that this cannot be done, by the drawing of lots. Secondly, allotment shall be made to others who have signed up for subscription without subscription rights. In the event that they cannot receive full allotment, allotment shall be made pro rata in proportion to the number of shares subscribed for by each and, to the extent that this cannot be done, by the drawing of lots. In the third and final stage, any remaining shares shall be allotted to the parties who have guaranteed the share issue, in relation to the guarantee undertakings made, provided, however, that Fjärde AP-fonden shall have priority over other guarantors in the allocation.
3. The record date for determining which shareholders are entitled to subscribe for new shares with preferential rights shall be April 28, 2022.
4. Subscription of shares on the basis of preferential rights shall be made through cash payment during the period 3 – 17 May 2022. The Board of Directors shall have the right to extend the subscription and payment period.

5. Subscription of shares without preferential rights shall be made on a subscription list during the period 3 - 17 May 2022. Payment shall be made in cash no later than four (4) banking days from the dispatch of the settlement note showing the allotment of shares. The Board of Directors shall have the right to extend the subscription and payment period.
6. The new shares are issued at a subscription price of SEK 3.65 per share.
7. The part of the subscription price which exceeds the quota value of the previous shares shall be transferred to the unrestricted premium reserve.
8. The new shares entitle to dividends for the first time on the payment date for dividends that occurs after the shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden.
9. The managing director, or any other person appointed by the Board of Directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office.

Number of shares and votes

As of the date of this notice, there is a total of 165 068 560 shares in the Company. All shares represent one vote. The Company does not hold any shares.

Shareholders' right to information

The Board of Directors and the managing director shall, upon request by any shareholder, and where the Board of Directors believes that such may take place without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of an item on the agenda and the Company's relation to other companies within the Group. A request for such information shall be made in writing no later than ten days before the general meeting, to the address Egetis Therapeutics AB, Klara Norra Kyrkogata 26, Att: Yilmaz Mahshid, 111 22 Stockholm, Sweden (mark the letter "Extraordinary general meeting") or through e-mail to info@egetis.com. The information is provided by the Company by making it available on the Company's website, www.egetis.com, and at the Company's offices with address Egetis Therapeutics AB, Klara Norra Kyrkogata 26, 111 22 Stockholm, Sweden, no later than five days before the general meeting. The information will also be sent to shareholders who have requested it and stated their postal address.

Documents

The Board of Directors' complete proposals in accordance with the resolutions above as well as other documents in accordance with the Swedish Companies Act will be held available on the Company's website, www.egetis.com and at the Company's office with address Klara Norra Kyrkogata 26, 111 22 Stockholm, Sweden, no later than three weeks before the general meeting, i.e. no later than Wednesday March 23, 2022, and will also be sent to shareholders, free of charge, who so request and inform the Company of their postal address.

Handling of personal data

Personal data in connection with the general meeting will be processed according to the Company's privacy policy, which is available at <https://www.egetis.com>.

Stockholm in March 2022

Egetis Therapeutics AB (publ)

The Board of Directors

Attachments

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