

# Notice of extraordinary general meeting of Vicore Pharma Holding AB (publ)

**The shareholders of Vicore Pharma Holding AB (publ), Reg. No. 556680-3804 ("Vicore Pharma"), with registered office in Stockholm, are summoned to the extraordinary general meeting on 5 July 2023 at 11:00 at the premises of Advokatfirman Vinge at Smålandsgatan 20, SE-111 87 Stockholm, Sweden. Registration starts at 10:30.**

## **Right to participate in the extraordinary general meeting and notice of participation**

### Participation in the Extraordinary General Meeting at the venue

A shareholder who wishes to participate in the General Meeting at the venue in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 27 June 2023, and (ii) no later than 29 June 2023 give notice by post to Vicore Pharma Holding AB (publ), att. Nina Carlén, Kornhamnstorg 53, SE-111 27 Stockholm, Sweden, or via e-mail to [nina.carlen@vicorepharma.com](mailto:nina.carlen@vicorepharma.com). When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants), as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, [www.vicorepharma.com](http://www.vicorepharma.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 4 July 2023.

### Participation by advance voting

A shareholder who wishes to participate in the General Meeting by advance voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on 27 June 2023, and (ii) give notice no later than 29 June 2023 by casting its advance vote in accordance with the instructions below so that the advance vote is received by Vicore Pharma no later than on that day.

A shareholder who wishes to participate in the General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Extraordinary General Meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the company's website [www.vicorepharma.com](http://www.vicorepharma.com). A completed and signed form may be submitted by post to Vicore Pharma Holding AB (publ), att. Nina Carlén, Kornhamnstorg 53, SE-111 27 Stockholm,

Sweden, or via e-mail to [nina.carlen@vicorepharma.com](mailto:nina.carlen@vicorepharma.com). The completed form shall be received by Vicore Pharma not later than 29 June 2023. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on the company's website [www.vicorepharma.com](http://www.vicorepharma.com). If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the General Meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the General Meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

### **Nominee-registered shares**

To be entitled to participate in the General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 27 June 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 29 June 2023 are taken into account when preparing the share register.

### **Number of shares and votes**

As per the date of this notice there are a total of 81,847,979 shares outstanding in the company that entitle to one vote per share at the general meeting. As per the date of this notice the company holds no treasury shares.

### **Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the general meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the general meeting was duly convened
7. Resolution on approval of the Board of Directors' resolution on new issue of shares
8. Closing of the general meeting

### **Item 2 – Election of chairman of the general meeting**

The Board of Directors proposes that the chairman of the Board of Directors Jacob Gunterberg, or the person elected by the Board of Directors if he has an impediment to attend, is elected chairman of the general meeting.

**Item 7 – Resolution on approval of the Board of Directors’ resolution on new issue of shares**

The Board of Directors proposes that the extraordinary general meeting resolves, subject to that a prospectus is approved by the Swedish Financial Supervisory Authority no later than seven business days following the extraordinary general meeting, to approve the resolution by the Board of Directors on 9 June 2023 on a directed share issue of no more than 20,675,000 new shares, resulting in an increase of the share capital of no more than SEK 10,337,499.899637. The resolution shall otherwise be governed by the following terms and conditions:

1. The right to subscribe for the new shares shall, with deviation from the shareholder’s pre-emption rights, be granted Carnegie Investment Bank AB (publ) (“**Carnegie**”) solely, which acts as settlement bank in the new issue on behalf of a number of institutional investors.
2. The reasons for the deviation from the shareholders’ pre-emption rights are that the company shall, in a timely manner, be able to secure the capital need for the company’s operations, as well as to broaden the ownership structure of the company with Swedish and international institutional investors.
3. The subscription price shall be the shares’ quota value. The subscription price has been determined based on an agreement with Carnegie.
4. Subscription for the newly issued shares shall be made no later than on 31 July 2023. Subscription shall be made on a separate subscription list. The Board of Directors shall have the right to extend the subscription period.
5. Payment for the subscribed shares shall be made no later than on 31 July 2023. The Board of Directors shall have the right to extend the payment period.
6. The new shares shall entitle to dividends for the first time on the record date that occurs immediately following the registration of the new shares in the company’s share register. Carl-Johan Dalsgaard, or whoever he appoints, shall have the right to make any adjustments or amendments of the above resolutions which may be required in connection with the registration of such resolutions and to take any measures deemed necessary for the execution of the resolutions. Including making the minor adjustments that may be required in connection with registration by the Swedish Companies Registration Office and Euroclear Sweden AB, or for other formal reasons, including but not limited to ensuring that the so called interim shares (Sw. BTA) shall be delivered to the subscribers.

**Majority requirements**

A resolution in accordance with item 7 above requires approval of at least two-thirds (2/3) of the shares represented and votes cast at the general meeting.

**Shareholders’ right to request information**

Shareholders are reminded of their right to, at the general meeting, obtain information from the Board of Directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act. Shareholders wishing to submit questions in advance may do so by sending post to Vicore Pharma Holding AB (publ), attn. Nina Carlén, Kornhamnstorg 53, SE-111 27 Stockholm, Sweden or via e-mail to [nina.carlen@vicorepharma.com](mailto:nina.carlen@vicorepharma.com).

#### **Other information**

Relevant documents will be held available at the company's office on Kornhamnstorg 53, SE-111 27 Stockholm, Sweden and on the company's website, [www.vicorepharma.com](http://www.vicorepharma.com), at least three weeks before the general meeting. Copies of the documents will be sent to the shareholders who so requests and informs the company of their postal address.

For information on how your personal data is processed, see the integrity policy that is available on Euroclear's website: [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf)

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*This is an in-house translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish version shall prevail.*

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Stockholm, June 2023

**Vicore Pharma Holding AB (publ)**

*The Board of Directors*

#### **Attachments**

[Notice of extraordinary general meeting of Vicore Pharma Holding AB \(publ\)](#)