

## NOTICE OF EXTRAORDINARY GENERAL MEETING

The shareholders of Active Biotech AB (publ), Reg. No. 556223-9227, with its registered office in Lund, Sweden, are invited to the Extraordinary General Meeting of shareholders to be held on Wednesday, October 23, 2024 at 11 a.m. CEST in the premises of the Company at Scheelevägen 22, SE-223 63 Lund, Sweden.

### RIGHT TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING AND NOTICE OF PARTICIPATION

A shareholder who wishes to participate in the Meeting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Tuesday, October 15, 2024, and (ii) no later than Thursday, October 17, 2024 give notice by post to Active Biotech AB (publ), Attn. Magnus Svensson, Scheelevägen 22, SE-223 63 Lund, or via e-mail to [magnus.svensson@activebiotech.com](mailto:magnus.svensson@activebiotech.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.activebiotech.com](http://www.activebiotech.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 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 October 22, 2024.

To be entitled to participate in the 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 October 15, 2024. 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 October 17, 2024 are taken into account when preparing the share register.

There are 361,813,142 shares and votes in Active Biotech. As of the date of this notice, the Company holds no own shares.

### PROPOSED AGENDA

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda for the Meeting
5. Election of one or two persons to verify the minutes
6. Determination of whether the Meeting has been duly convened
7. The Board of Directors' proposal on amendment of the Articles of Association
8. The Board of Directors' proposal on amendment of the Articles of Association
9. Approval of the Board of Directors' share issue resolution
10. The Board of Directors' proposal on issue authorization (over subscription option)
11. Closing of the Meeting

## PROPOSED RESOLUTIONS

### Amendment of the Articles of Association (item 7)

The Board of Directors proposes that the Meeting, in order to adapt the Articles of Association in accordance with the proposal in item 9, resolves to amend sections 4 and 5 of the company's Articles of Association, whereby the limits for the company's share capital are changed to not less than SEK 1,575,000 and not more than SEK 6,300,000 and the limits for the number of shares are changed to not less than 325,000,000 and not more than 1,300,000,000.

### Amendment of the Articles of Association (item 8)

The Board of Directors proposes that the Meeting, in order to adapt the Articles of Association in accordance with the proposal in item 9, resolves to amend sections 4 and 5 of the company's Articles of Association, whereby the limits for the company's share capital are changed to not less than SEK 4,000,000 and not more than SEK 16,000,000 and the limits for the number of shares are changed to not less than 700,000,000 and not more than 2,800,000,000.

The Board of Directors' proposal is conditional upon that the Meeting resolves in accordance with the proposal in item 9. It is also proposed that the Board of Directors shall be authorised to submit for registration with the Swedish Companies Registration Office the Articles of Association according to this item 8 only if it is deemed reasonable in relation to the total number of shares and the share capital in the company following completion of the rights issue and over-allotment option proposed to the Meeting in accordance with items 9 and 10.

### Approval of new share issue (item 9)

The Board of Directors proposes that the Meeting resolves to approve the Board of Directors' resolution from September 23, 2024 on increase of the company's share capital by not more than approximately SEK 4,359,600.29 by the issuance of not more than 844,230,664 new shares.

The subscription price in the rights issue shall be SEK 0.0415 per share. The record date for the right to participate in the rights issue shall be October 28, 2024. Subscription for the new shares shall be made during the period October 30 – November 13, 2024. Last day of trading in the company's share including the right to participate in the rights issue is October 24, 2024.

The right to subscribe for new shares shall with pre-emptive rights vest in shareholders of the company, whereby three shares shall entitle to subscription of seven new shares. Subscription can also be made without any pre-emptive rights as set forth in the complete issue resolution.

For further details and information on the background to and reasons for the rights issue, refer to the company's press release on 23 September 2024.

### Issue authorization (over subscription allotment) (item 10)

The Board of Directors proposes that the Meeting resolves to grant authorization to the Board, for a period that does not extend past the date of the next Annual General Meeting, on one or more several occasions, without pre-emptive rights for the shareholders, to resolve on the issue of new shares. It shall also be possible to make such an issue resolution stipulating in-kind payment, the right to offset debt or other conditions. The number of shares issued based on the authorisation may correspond to up to 20 percent of the maximum number of shares that is issued in the rights issue to be resolved on by the Meeting in item 9 above. Upon exercise of the authorisation, the

subscription price per share shall correspond to the subscription price in the new issue in accordance with item 9 above. The purpose of the authorization is to, if needed, expand the rights issue by way of a so called over subscription option.

---

#### **SHAREHOLDERS' RIGHT TO OBTAIN INFORMATION**

Shareholders are reminded of their right to, at the Extraordinary General Meeting, obtain information from the Board of Directors and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to Active Biotech AB (publ), Attn: Magnus Svensson, Scheelevägen 22, SE-223 63 Lund, Sweden or via e-mail to [magnus.svensson@activebiotech.com](mailto:magnus.svensson@activebiotech.com).

#### **DOCUMENTATION**

Documents for resolutions are available at the Company's office at Scheelevägen 22 in Lund, Sweden, and on its website, [www.activebiotech.com](http://www.activebiotech.com), no later than three weeks before to the Meeting. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

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

For information about the processing of your personal data, please refer to [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

*This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.*

Lund, September 2024

**The Board of Directors of Active Biotech AB (publ)**

#### **Attachments**

---

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**