

# Press Release

Abliva AB (publ), 556595-6538  
19 April 2022 17:10:00 CEST - Lund,  
Sweden



## Notice of Annual General Meeting of Abliva AB (publ)

**The shareholders of Abliva AB (publ), corporate identity number 556595-6538, are hereby convened to the Annual General Meeting, held at 1 p.m. on Friday, 20 May 2022 at Medicon Village, Scheeletorget 1, in Lund, Sweden, with admission for registration from 12.30 p.m.**

### Entitlement to participate and notification

Shareholders that wish to participate at the Annual General Meeting should

- be included in the share register maintained by Euroclear Sweden AB on Thursday, 12 May 2022, and
- notify the Company by email to [anmalan@abliva.com](mailto:anmalan@abliva.com) or, in writing to Abliva AB, Medicon Village, 223 81 Lund, Sweden, no later than Monday, 16 May 2022. Notifications must state full names, personal or corporate identity numbers, shareholdings, address, daytime telephone number, and where applicable, information on deputies or assistants (maximum of two). Where applicable, notifications should also enclose powers of attorney, certificates of registration and other legitimacy papers.

### Nominee-registered shares

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the Meeting. In addition to giving notice of participation, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date Thursday, 12 May 2022. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee's routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than Monday, 16 May 2022 will be taken into account in the preparation of the share register.

### Proxies etc.

If shareholders attend by proxy, such proxy must bring a written power of attorney, dated and signed by the shareholder to the Meeting. This power of attorney may not be older than one year, unless a longer term of validity (although subject to a maximum of five years) is stated in the power of attorney. If the power of attorney has been issued by a legal entity, the proxy should also bring the relevant certificate of registration or corresponding legitimacy papers for the legal entity. To facilitate entry, a copy of the power of attorney and other legitimacy papers should be attached to the notification of attendance of the Meeting. Power of attorney forms are available from the Company's website [www.abliva.se](http://www.abliva.se) and can be sent by mail to shareholders that contact the Company stating their mail address.

### Number of shares and votes

At the time of publication of this Notice, the total number of shares and votes of the Company is 403,006,798. The Company does not hold any treasury shares.

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## Proposed agenda:

0. Opening the Meeting.
1. Election of a Chair of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Consideration of whether the Meeting has been duly convened.
6. Chief Executive Officer's address.
7. Submission of the Annual Accounts and Audit Report and the Consolidated Accounts and Consolidated Audit Report.
8. Resolutions
  - a) On adopting the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet.
  - b) On appropriation of the Company's earnings in accordance with the adopted Balance Sheet.
  - c) On approval on the Board of Directors' Remuneration Report.
  - d) On discharging the Board members and Chief Executive Officer from liability.
9. Determination of the number of Board members and auditors.
10. Determination of Directors' and audit fees.
11. Election of the Board of Directors and auditor.
12. Resolution on guidelines for appointing members of the Nomination Committee and instructions for the Nomination Committee.
13. Resolution on amendment of the Articles of Association.
14. Resolution on authorizing the Board of Directors to decide on new issue of shares, warrants and/or convertibles.
15. Closing the Meeting.

Proposed resolutions in brief:

### **Election of a Chair of the Meeting (point 1)**

The Nomination Committee proposes that the Annual General Meeting appoints Lawyer Annika Andersson, Cirio Law firm, as Chair of the Annual General Meeting 2022.

### **Appropriation of profits (point 8 b)**

The Board of Directors proposes that the Annual General Meeting disposes over the Company's earnings in accordance with the Board of Directors' proposal in the Annual Accounts. Additionally, the Board of Directors proposes that no dividend is paid for the financial year 2021.

### **Approval on the Board of Directors' Remuneration Report (point 8 c)**

The Board of Directors proposes that the Annual General Meeting approve the Board of Directors' Remuneration Report for 2021 in accordance with Chapter 8, Section 53 a of the Swedish Companies Act.

### **Determination of the number of Board members and auditors, and determination of Directors' and audit fees (point 9 and 10)**

The Nomination Committee proposes that the Annual General Meeting resolves that the

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number of Board members shall be five and that one auditor shall be appointed. The Nomination Committee also proposes that fees to Board members elected by the Annual General Meeting not employed by the Company and members of the Board of Directors' various Committees not employed by the Company shall be payable, as in the previous year, as follows:

- SEK 400,000 to the Chair of the Board;
- SEK 250,000 each to other Board members;
- SEK 100,000 to the Chair of the Audit Committee;
- SEK 50,000 each to other members of the Audit Committee;
- SEK 40,000 to the Chair of the Remuneration Committee;
- SEK 20,000 each to other members of the Remuneration Committee.

Having considered the Company's and the Board of Directors' appraisal of the auditors' work, the Nomination Committee proposes that as in the previous year, audit fees should be in accordance with approved account pursuant to customary billing terms. No fees shall be payable to members of the Nomination Committee.

## **Election of the Board of Directors and auditor (point 11)**

The Nomination Committee proposes that the Annual General Meeting resolves to re-elect the Board members David Bejker, Denise Goode, David Laskow-Pooley, Jan Törnell and Roger Franklin. The Nomination Committee proposes that David Laskow-Pooley is re-elected as Chair of the Board.

Furthermore, the Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the auditor firm Ernst & Young AB is re-elected as the Company's auditor, for the period until the end of the Annual General Meeting held in the financial year after the Auditor was appointed. It is Ernst & Young AB's intention to appoint Ola Larsmon as auditor in charge.

## **Resolution on guidelines for appointing members of the Nomination Committee and instructions for the Nomination Committee (point 12)**

### **Guidelines for appointing members of the Nomination Committee**

The Nomination Committee proposes that the work of the Nomination Committee for the Annual General Meeting 2023 should be conducted as follows:

The Company shall have a Nomination Committee that shall consist of a member for each of the three largest shareholders in terms of votes, based on the shareholder statistics as of the last trading day in June 2022, which the Company obtains from Euroclear Sweden AB. If such shareholder does not exercise its right to appoint a member, the right to appoint a member of the Nomination Committee shall transfer to the next largest shareholder in terms of votes. Coincident with the appointment of a new Nomination Committee, in an appropriate manner, the Chair of the Board shall contact the three largest shareholders identified and request them to nominate the person said shareholder intends to appoint as a member of the Nomination Committee in writing within a reasonable period in the circumstances, although not exceeding 30 days.

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The majority of the Nomination Committee's members should be non-affiliated to the Company and its management. The Chief Executive Officer or other member of management should not be a member of the Nomination Committee. At least one of the members of the Nomination Committee should be non-affiliated to the largest shareholder of the Company in terms of votes, or group of shareholders that cooperate on the Company's administration. Board members may be members of the Nomination Committee, but should not constitute a majority of Nomination Committee members. The Chair of the Board or other Board members should not be the Chair of the Nomination Committee. If more than one member is a member of the Nomination Committee, a maximum of one of these people should be affiliated to the Company's largest shareholder.

Information on the definitively appointed Nomination Committee shall include the name of the three appointed members, as well as the name of those shareholders that appointed them, and shall be announced by no later than six months prior to the scheduled Annual General Meeting. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. Unless the members agree otherwise, the Chair of the Nomination Committee should be that member appointed by the largest shareholder in terms of votes.

If one or more of the shareholders that have appointed members of the Nomination Committee are no longer one of the three largest shareholders in terms of votes, members appointed by such shareholders shall put their places on the Nomination Committee at the Committee's disposal, and that, or those, shareholders that have become one of the three largest shareholders in terms of the vote shall be entitled to appoint members. However, unless there are special circumstances, there shall be no changes to the composition of the Nomination Committee if only marginal changes to the number of votes have occurred, or any such change occurs later than two months prior to the Annual General Meeting. Shareholders that have appointed members of the Nomination Committee are entitled to dismiss such member and appoint a new member of the Nomination Committee, as well as appoint a new member of the Nomination Committee if the member appointed by said shareholder decides to leave the Nomination Committee. Changes to the composition of the Nomination Committee shall be announced as soon as they have occurred.

## **Instructions for the Nomination Committee**

The Nomination Committee shall prepare proposals on the following issues to be submitted to the Annual General Meeting for resolution:

- a) a proposal regarding a Chair of the Meeting;
- b) a proposal regarding the number of Board members elected by the Annual General Meeting and the number of auditors;
- c) a proposal regarding fees to Board members not employed by the Company, and members of the Board's various Committees not employed by the Company;
- d) a proposal regarding audit fees;
- e) a proposal regarding election of the Chair of the Board and other Board members, and where applicable, election of auditors;
- f) a proposal regarding guidelines for appointing members of the Nomination Committee, and instructions for the Nomination Committee;
- g) a proposal regarding fees to members of the Nomination Committee.

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The Company's Chair convenes the first meeting and shall ensure that the Nomination Committee receives relevant information regarding the results of the Board of Directors' review of its work without delay. Such information shall be presented by January at the latest and shall contain information about the Board of Directors working methods and how effective its work is. Furthermore, the Chair shall be co-opted to the Nomination Committee's meetings when required.

On request from the Nomination Committee, the Company shall provide personnel, e.g. secretarial services in order to facilitate the work of the Nomination Committee. When required, the Company shall reimburse the Nomination Committee's reasonable expenses, such as the cost of recruitment, and for any external consultants the Nomination Committee deems necessary in order to complete its assignment.

### **Resolution on amendment of the Articles of Association (point 13)**

The Board of Directors proposes that the Annual General Meeting resolves to amend the limits of the share capital and the number of shares in the Articles of Association.

§4 in the Articles of Association is proposed to be amended from:

*"The share capital shall be not less than SEK 9,000,000 and not more than SEK 36,000,000."*

to:

*"The share capital shall be not less than SEK 20,000,000 and not more than SEK 80,000,000."*

§5 in the Articles of Association is proposed to be amended from:

*"The number of shares shall be not less than 180,000,000 and not more than 720,000,000."* to:

*"The number of shares shall be not less than 400,000,000 and not more than 1,600,000,000."*

The CEO, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office.

In order for such a resolution to be valid, the proposal must have the support of shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

### **Resolution on authorizing the Board of Directors to decide on new issue of shares, warrants and/or convertibles (point 14)**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to decide on new issue of shares, warrants and/or convertibles, within the limits of the current Articles of Association, with or without waiving the preferential rights of shareholders on one or more occasions in the period until the next Annual General Meeting.

Share issues should be at market subscription price, subject to reservation for a market discount where applicable, and apart from cash, payment may be as assets contributed in kind or through offset or subject to other terms and conditions.

The purpose of this authorization and the rationale for eventual waiving of shareholders' preferential rights, should be to raise working capital for the Company and/or to add new owners of strategic importance to the Company and/or acquisitions of other companies or operations.

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## **Shareholders' right to receive information**

The Board of Directors and the CEO shall, upon request by any shareholder and where the Board of Directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda or the Company's or Group's financial position in accordance with Section 7, Chapter 32 of the Swedish Companies Act (2005:551).

## **Documents**

The Board of Directors' complete proposals as well as other documents according to the Swedish Companies Act will be held available at the Company's office, Medicon Village, in Lund, Sweden and at the Company's website [www.abliva.com](http://www.abliva.com) from no later than three weeks prior to the Annual General Meeting, and will be sent to those shareholders that so request and state their mail address. The documents will also be held available at the General Meeting.

## **Processing of personal data**

For information on how personal data is processed in relation the Meeting, see the privacy notice available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

THE BOARD OF DIRECTORS

### **Abliva AB (publ)**

Lund, Sweden, April 2022

**For more information, please contact:**

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## **Abliva – Delivering mitochondrial health**

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Abliva discovers and develops medicines for the treatment of primary mitochondrial diseases. These rare and often very severe diseases occur when the cell's energy provider, the mitochondria, do not function properly. The company has prioritized two projects. KL1333, a powerful regulator of the essential co-enzymes NAD<sup>+</sup> and NADH, is entering late-stage development. NV354, an energy replacement therapy, has completed preclinical development. Abliva, based in Lund, Sweden, is listed on Nasdaq Stockholm, Sweden (ticker: ABLI).

## **Attachments**

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[Notice of Annual General Meeting of Abliva AB \(publ\)](#)