

Notice of annual general meeting in Nanexa AB (publ)

The shareholders in Nanexa AB (publ), reg.no 556833-0285 (the "Company") are hereby given notice that the annual general meeting will be held on Wednesday 15 May 2024, at 3:00 pm, at Uppsala Business Park, Rapskatan 7, Uppsala, Sweden.

Rights to participate at the general meeting

Shareholders who wish to exercise their voting rights at the annual general meeting must:

- be recorded in the share register in its own name (not nominee-registered) maintained by Euroclear Sweden AB on Monday 6 May 2024 (the record date); and
- notify his or her intention to attend the general meeting by mail to Nanexa AB, Virdings Allé 2, 754 50 Uppsala, by e-mail to info@nanexa.se or by telephone to 018-100,300 at the latest on Friday 10 May 2024.

The notification must state the shareholder's name, personal or corporate identity number, address, telephone number, shareholding, information about any assistants and, where applicable, information about representatives or proxies.

Nominee-registered shares

Shareholders whose shares are nominee-registered must, in order to exercise the right to vote and participate in the general meeting, temporarily register their shares in their own names (so-called voting rights registration) with Euroclear Sweden AB so that the shareholder is included in the share register kept by Euroclear Sweden AB as per the record date, i.e. Monday 6 May 2024. Voting rights registration requested by shareholders in such time that the nominee has completed the registration no later than Wednesday 8 May 2024 will be considered in the preparation of the share register. This means that shareholders who wish to temporarily register their shares in their own names must make such request to their nominees well in advance of this date.

Proxy

Shareholders represented by proxy must submit a dated power of attorney. The power of attorney may not be valid for a period longer than five years from its issuance. The original power of attorney and certificate of registration and other authorization documents evidencing the right to act on behalf of a legal person should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. The Company provides a proxy form at request and on the Company's website, www.nanexa.com.

Number of shares and votes

At the time of the issue of this notice, the total number of shares and votes in the Company amounts to 135,695,626.

Proposed agenda

1. Opening of the meeting and election of the chairman for the meeting
2. Establishment and approval of the voting list
3. Election of one or two persons to attest the minutes
4. Determination as to whether the meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditor's report
7. The CEO address
8. Resolutions on
 - a) the adoption of the income statement and balance sheet
 - b) dispositions regarding the Company's result according to the approved balance sheet; and
 - c) discharge of liability to the board members and the CEO.
9. Determination of remuneration to the board of directors and the auditor
10. Election of board of directors and auditor
11. Establishment of a nomination committee and adoption of instructions for the nomination committee
12. Resolution on amendment of the Company's articles of association
13. Resolution on authorization (rights issue)
14. Resolution on authorization (directed issue)
15. Closing of the meeting

Resolution proposal

Item 1 – Opening of the meeting and election of the chairman for the meeting

The nomination committee proposes that attorney-at-law Gunnar Mattsson is appointed as chairman of the annual general meeting.

The nomination committee for the 2024 has consisted of Marlon Värnik, (appointed by Exelity AB), Christian Östberg (appointed by Gerhard Dal) and Göran Ando (chairman of the board), co-opted.

Item 8b) – Dispositions regarding the Company's result according to the approved balance sheet

The board of directors proposes that no dividends are paid, and that the Company's result is carried forward.

Item 9 – Determination of remuneration to the board of directors and the auditor

The nomination committee proposes that remuneration shall be paid with SEK 260,000 to the chairman of the board, with SEK 130,000 to each other member of the board who is not employed by the Company, with SEK 100,000 to the chairman of the audit committee, and with SEK 50,000 to members of the board who are part of the audit committee. The nomination committee further proposes that remuneration is paid to the auditor in accordance with approved invoice.

Item 10 – Election of the board of directors and auditor

The nomination committee proposes re-election of Göran Ando, Richard Davis, Jakob Dynnes Hansen, Eva Nilsagård and Birgit Stattin Norinder and election of Hanna Tilus as board members. Magnus Westgren has declined re-election.

The nomination committee proposes that Göran Ando is re-elected as chairman of the board.

Hanna Tilus is a lawyer and partner at Cirio Advokatbyrå. Hanna has over fifteen years of experience in the life science industry, in particular pharmaceuticals and medical technology. Her areas of expertise include commercial agreements, license arrangements, patent litigation and regulatory issues. Her previous experience includes 4.5 years as in-house counsel at Bayer where she mainly worked in the Nordic region but also at the German headquarters. Hanna holds a law degree and a Bachelor of Philosophy degree with a major in psychology from Stockholm University.

The nomination committee proposes re-election of Öhrlings PricewaterhouseCoopers AB as auditor. Chartered accountant Niclas Bergenmo will in such a case continue as principal auditor.

Item 11 – Establishment of a nomination committee and adoption of instructions for the nomination committee

The board of directors proposes that the annual general meeting resolves to establish a nomination committee for the annual general meeting 2025 in accordance with the principles set out below.

The general meeting instructs the chairman of the board to contact the three largest shareholders in terms of votes according to Euroclear Sweden AB's printout of the share register as of 30 September 2024, who each appoint a member of the nomination committee. In the event that any of the three largest shareholders does not wish to appoint a member of the nomination committee, the fourth largest shareholder shall be consulted and so on until the nomination committee consists of three members. However, not more than ten shareholders need to be consulted. Furthermore, the chairman of the board shall be co-opted to the nomination committee.

The members of the nomination committee shall be published on the Company's website no later than six months before the next annual general meeting. The term of office for the appointed nomination committee shall run until a new nomination committee has been appointed in accordance with the mandate from the next annual general meeting.

The nomination committee appoints a chairman from among its members. The chairman of the board or another board member shall not be the chairman of the nomination committee.

If a member leaves the nomination committee before its term is completed, and if the nomination committee considers that there is a need to replace this member, the nomination committee shall appoint a new member in accordance with the principles above, but based on Euroclear Sweden AB's printout of the share register as soon as possible after the member has left its post. Changes in the composition of the nomination committee shall be announced immediately.

No remuneration shall be paid to the committee members for their work on the nomination committee. The Company shall however bear reasonable costs that arise in the nomination process.

The nomination committee shall submit proposals for resolutions on the following issues to the 2025 annual general meeting:

- 1) proposal for election of the chairman of the annual general meeting,
- 2) proposal for fees and other remuneration to the board of directors and the company's auditors,
- 3) proposal for election of board members,
- 4) proposal for election of chairman of the board,
- 5) proposal for election of auditors, and
- 6) proposals for principles for the composition and guidelines regarding work of the nomination committee in preparation for the annual general meeting 2026.

Item 12 – Resolution on amendment of the Company's articles of association

The board of directors proposes that the general meeting resolves to amend the wording of the provisions of the articles of association concerning the limits of the Company's share capital and number of shares (paragraph § 4-5) in accordance with the following:

<i>Current wording</i>	<i>Proposed wording</i>
§ 4 Share capital	§ 4 Share capital
The company's share capital shall be not less than SEK 7,750,000 and not more than SEK 31,000,000.	The company's share capital shall be not less than SEK 17,500,000 and not more than SEK 70,000,000.
§ 5 Number of shares	§ 5 Number of shares
The number of shares in the company shall be not less than 60,000,000 and not more than 240,000,000.	The number of shares in the company shall be not less than 135,000,000 and not more than 540,000,000.

The CEO, or any other person appointed by the board of directors, shall have the right to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

A resolution in accordance with the proposal requires that the resolution is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 13 – Resolution on authorization (rights issue)

The board of directors proposes that the annual general meeting authorizes the board of directors to, on one or several occasions, for the time until the next annual general meeting, resolve on issues of shares, warrants and/or convertible instruments. Any such issue shall be with preferential rights for the shareholders.

Item 14 – Resolution on authorization (directed issue)

The board of directors proposes that the annual general meeting authorizes the board of directors to, on one or several occasions, for the time until the next annual general meeting, resolve on issues of shares, warrants and/or convertible instruments. The board of directors shall be able to resolve on issues with deviation from the shareholders' pre-emption rights and/or with or without provisions on payment by non-cash consideration and/or by way of set-off or other provisions. The board of directors shall, however, on the basis of this authorization, not be able to make decisions that result in an increase of the share capital with more than twenty (20) percent of the total share capital in the Company when the authorization is utilized for the first time.

The reason to propose that the board of directors shall be authorized to resolve on issues with deviation from the shareholder's pre-emption rights, with or without provisions on payment by non-cash consideration, by way of set-off or other provisions in accordance with above is that the Company shall be able to issue shares, warrants and/or convertible instruments with the purpose of acquiring new capital and for the board of directors to direct issues to investors that the board of directors deems to be strategically important for the Company.

A resolution in accordance with the proposal requires that the resolution is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Processing of personal data

In connection with the annual general meeting, personal data will be processed in accordance with the Company's privacy policy, available on the Company's website www.nanexa.com.

Questions to the board of directors and the managing director

The board of directors and the CEO shall, if requested by any shareholder and if the board is of the opinion that it can be done without causing material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda or circumstances that may affect the assessment of the Company's financial situation.

Provision of documents

The annual report and the auditor's report as well as other documents in accordance with the Swedish Companies Act will be available at the Company and on the Company's website, www.nanexa.com, no later than Wednesday 24 April 2024. The documents are also sent free of charge to shareholders who so request and who provide their address.

Press Release
15 April 2024 15:00:00 CEST



Uppsala in April 2024

Nanexa AB (publ)

The Board of Directors

For additional information, please contact:

David Westberg – CEO, Nanexa AB (publ)

Phone: +46 70 942 83 03

Email: david.westberg@nanexa.se

www.nanexa.com

The company's Certified Adviser is Carnegie Investment Bank AB (publ).

About Nanexa AB (publ)

Nanexa is a pharmaceutical company developing injectable drug products based on the proprietary and innovative drug delivery system PharmaShell® – the high drug load delivery system enabling the next generation long-acting injectables through atomic layer precision. Nanexa develops its own products and also has collaboration agreements with several pharma companies, among others Novo Nordisk and AstraZeneca.

Nanexa's share is listed on Nasdaq First North Growth Market in Stockholm (NANEXA).

Attachments

[Notice of annual general meeting in Nanexa AB \(publ\)](#)