

Notice of extraordinary general meeting in Nanexa AB

The shareholders in Nanexa AB (publ), reg.no 556833-0285 (the "Company") are hereby given notice that an extraordinary general meeting will be held on Thursday February 13, 2025, at 3:00 pm, at the Company's premises at Virdings allé 2, Uppsala, Sweden.

Rights to participate at the general meeting

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

- be recorded in the share register in its own name (not nominee-registered) maintained by Euroclear Sweden AB on Wednesday February 5, 2025 (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 Monday February 10, 2025.

When notifying, provide the shareholder's name, personal or corporate identification number, address, telephone number, shareholding, and, if applicable, details of any 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. Wednesday February 5, 2025. Voting rights registration requested by shareholders in such time that the nominee has completed the registration no later than Friday February 7, 2025, 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 on 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. Resolution on the approval of the board of directors' resolution on a directed issue of units
7. Resolution on a directed issue of warrants
8. Resolution on authorization to issue securities
9. Closing of the meeting

Resolution proposals

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

It is proposed that attorney-at-law Gunnar Mattsson is appointed as chairman of the general meeting.

Item 6 – Resolution on the approval of the board of directors' resolution on a directed issue of units

On January 24, 2025, the board of directors resolved, subject to approval by the general meeting, on a directed issue of so-called units with deviation from the existing shareholders' pre-emption rights under the terms and conditions set out below (in italics). The board of directors proposes that the general meeting approves the board's resolution.

The board of directors of Nanexa AB (publ), corp. reg. no. 556833-0285 (the "Company"), resolves, subject to approval by the extraordinary general meeting, to increase the Company's share capital with a maximum of SEK 1,996,226.34 (of which maximum SEK 998,113.17 refers to an increase due to the issue of shares, and maximum SEK 998,113.17 refers to the issue of warrants) through a new issue of maximum 7,712,121 so-called units. The resolution shall further be governed by the following terms and conditions.

- 1. Each unit consists of one (1) share and one (1) warrant. This means that a maximum of 7,712,121 new shares and a maximum of 7,712,121 new warrants can be issued.*
- 2. The right to subscribe for units shall, with deviation from the shareholders' pre-emption rights, belong only to Nordic Issuing AB, for re-transfer to a limited number of investors pursuant to existing agreements.*
- 3. The reasons for deviating from the shareholders' preferential rights are that the board of directors has assessed that it is favorable for the Company and the shareholders to take advantage of the opportunity to inject new capital from a new investor on attractive terms and*

in a time and cost-effective manner. The board of directors' overall assessment is that the reasons for carrying out the new share issue with deviation from the shareholders' preferential rights outweigh the principal rule that new share issues shall be carried out with preferential rights for existing shareholders, and that a new issue with deviation from the shareholders' preferential rights is therefore in the interest of Nanexa and all its shareholders.

- 4. Subscription of units shall be made either by payment or on a subscription list not later than 18 February 2025. The board of directors shall have the right to extend the subscription period.*
- 5. Payment for subscribed shares shall be made not later than 18 February 2025 (same date as the subscription). The board of directors shall have the right to extend the payment period.*
- 6. Each unit is issued at a price of SEK 0.1294 per unit, corresponding to the quota value for the Company's share. However, the price to be used at re-transfer to the investors shall correspond to SEK 1.65 per unit, which corresponds to a subscription price of SEK 1.65 per share. The warrants are issued free of charge. After re-transfer, the Company will thus receive SEK 12,724,999.60 before transaction costs.*
- 7. The subscription price that will be applied at the re-transfer to the investors is, according to the board of directors' assessment, in line with market terms, since it is based on the current market price.*
- 8. Each warrant shall entitle its holder to subscribe for one new share in the Company at a subscription price per share corresponding to SEK 2.00. Subscription of shares by exercise of warrants shall be made in accordance with the terms and conditions of the warrants during the period from and including registration with the Swedish Companies Registration Office up to and including 31 March 2026.*
- 9. The terms and conditions set out in a separate appendix shall apply to the warrants.*
- 10. The part of the subscription price that exceeds the quota value of the previous shares at the time of exercise of the warrants shall be added to the unrestricted share premium reserve.*
- 11. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.*
- 12. The Managing Director is entitled to make any minor changes necessary for the registration of the resolution 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 7 – Resolution on a directed issue of warrants

In order to secure the Company's commitments under the loan agreement entered into by the Company on January 23, 2025, the board of directors proposes that the general meeting resolves on a directed issue of warrants, with the right to subscribe for new shares in the Company, in accordance with the proposal below.

The board's proposal entails that the general meeting should resolve on a directed issue of a maximum of 6,666,667 warrants with the right to subscribe for new shares in the Company under essentially the following terms.

1. The right to subscribe for warrants shall, with deviation from the shareholders' pre-emption rights, belong only to Buntel AB (3,358,334 warrants), Exelity AB (1,808,333 warrants), Aramia Capital AB (833,333 warrants), and Shaps Capital AB (666,667 warrants).
2. The reason for deviating from the shareholders' pre-emption rights is to fulfill the Company's commitment under the loan agreement entered into by the Company on January 23, 2025, thereby enabling the financing of the Company's ongoing operations. By giving the lenders the opportunity to subscribe for warrants, an incentive is created for the lenders to provide financing on favorable terms, which strengthens the Company's capital structure. The board of directors considers that the terms of the issue, including the subscription price and other issue conditions, are market-based and beneficial for the Company and its shareholders.
3. Subscription of warrants shall be made on a subscription list not later than February 18, 2025. The board of directors shall have the right to extend the subscription period.
4. The warrants are issued free of charge.
5. If all warrants are exercised for the subscription of shares, the Company's registered share capital will increase by SEK 862,809,09.
6. Each warrant shall entitle the holder to subscribe for one new share in the Company at a subscription price of SEK 2.00.
7. Subscription of shares by exercise of warrants shall be made in accordance with the terms and conditions of the warrants during the period from and including registration with the Swedish Companies Registration Office up to and including 31 March 2026.
8. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
9. The part of the subscription price that exceeds the quota value of the previous shares at the time of exercise of the warrants shall be added to the unrestricted share premium reserve
10. The terms and conditions set out in a separate appendix shall apply to the warrants.
11. The Managing Director is entitled to make any minor changes necessary for the registration of the resolution 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 8 - Resolution on authorization to issue securities

The board of directors proposes that the 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 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

Documents in accordance with Chapter 13 and 14 of the Swedish Companies Act will be available at the Company and on the Company's website, www.nanexa.com, no later than January 30, 2025. The documents are also sent free of charge to shareholders who so request and who provide their address.

Uppsala in January 2025

Nanexa AB (publ)

The Board of Directors

For additional information, please contact:

David Westberg – CEO, Nanexa AB (publ)
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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 extraordinary general meeting in Nanexa AB](#)