

## PRESS RELEASE

25 MAY 2021

# Bulletin from the annual general meeting of CombiGene AB (publ)

**The following resolutions were passed at the annual general meeting (the “AGM”) of CombiGene AB (publ) (“CombiGene”) on 25 May 2021.**

### **Adoption of income statement and balance sheet and discharge from liability**

The AGM resolved to adopt the income statement, balance sheet and consolidated balance sheet for the financial year 2020. The board members and the CEO were discharged from liability for the financial year 2020.

### **Allocation of profit or loss**

The AGM resolved, in accordance with the board of directors’ proposal, that no dividend shall be paid for 2020 and that the results of the company shall be carried forward.

### **Board of directors and auditor**

The AGM resolved, in accordance with the nomination committee’s proposal, on re-election of Peter Nilsson, Bert Junno, Jonas Ekblom and Per Lundin and election of Gunilla Lundmark as board members. Bert Junno was re-elected as the chairman of the board of directors. The AGM re-elected the audit firm Mazars AB as auditor.

The AGM further resolved, in accordance with the nomination committee’s proposal, on remuneration to the board of directors and that remuneration to the auditor shall be paid in accordance with approved invoicing.

### **Nomination committee for the next AGM**

The AGM resolved, in accordance with the nomination committee’s proposal, on instruction for the nomination committee.

### **Authorisation to issue new shares, warrants or convertibles**

The AGM resolved, in accordance with the board of directors’ proposal, to authorize the board of directors to, at one or several occasions and for the period up until the next annual general meeting, resolve to increase the company’s share capital by issuing new shares, warrants or convertibles. Such issue resolution may be carried out with or without deviation from the shareholders’ preferential rights and with or without provisions for contribution in kind, set-off or other conditions. The total number of shares that may be issued, or, as regards issue of convertibles or warrants, issued by conversion or exercise, under the authorisation shall not be limited in any other way than by the limits for the share capital and number of shares, as set forth from time to time in the registered articles of association.

### **Resolution on a reverse share split and amendment of the articles of association**

The AGM resolved, in accordance with the board of directors’ proposal, on a reverse share split of the company’s shares, whereby twenty (20) existing shares will be consolidated into one (1) new share.

The resolution is conditional on Peter Nilsson, one of the major shareholders, agreeing free of charge to contribute shares to shareholders whose number of shares is not evenly divisible by 20. Peter Nilsson has also undertaken to round his remaining shareholding in the company downwards to the nearest number evenly divisible by 20.

The number of shares in the company will decrease from 396,023,950 to 19,801,197 after registration of the reverse share split.

In order to enable the reverse share split of the company's shares, the AGM also resolved to amend the articles of association so that the number of shares in the company shall be not less than 19,800,000 and not more than 79,200,000, instead of not less than 100,000,000 and not more than 400,000,000.

The board of directors was authorised to determine the record date for the reverse share split and CombiGene will announce the timetable for the reverse share split as soon as it has been determined.

#### **Resolution on reduction of share capital and amendment of the articles of association**

The AGM resolved, in accordance with the board of directors' proposal, to reduce the share capital by SEK 38,612,335.15 to SEK 990,059.85, without retirement of shares, in order to adapt the size of the company's share capital to the company's operations. The amount of the reduction shall be allocated to unrestricted shareholders' equity.

The reduction of the share capital also requires authorization from the Swedish Companies Registration Office or a court of general jurisdiction. Provided that the required authorization is obtained, the resolution on the reduction, which means that the quota value of the share (subsequent to the reverse share split and the reduction of the share capital) is reduced from approximately SEK 2 to SEK 0.05, is expected to be implemented in August 2021.

In order to implement the reduction of the share capital, the AGM also resolved on amendment of the articles of association so that the the share capital shall be not less than SEK 990,000 and not more than SEK 3,960,000, instead of not less than SEK 10,000,000 and not more than SEK 40,000,000.

#### **Amendment of the articles of association**

The AGM resolved, in accordance with the board of directors' proposal, to amend the articles of association so that the registered office of the board of directors shall be Stockholm, instead of Lund, Skåne län.

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#### **About CombiGene**

CombiGene's vision is to provide patients affected by severe life-altering diseases with the prospect of a better life through novel gene therapies. CombiGene's business concept is to develop effective gene therapies for severe life-altering diseases where adequate treatment is currently lacking. Development assets are sourced from an external research network and developed to achieve clinical proof of concept. Drug candidates for common diseases will be codeveloped and commercialized through strategic partnerships, while the company may manage this process on its own for drugs targeting niched patient populations. The company is public and listed on the Swedish marketplace Nasdaq First North Growth Market and the company's Certified Adviser is FNCA Sweden AB, +46 (0)852 80 03 99, [info@fnca.se](mailto:info@fnca.se).

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