

NOTICE OF EXTRAORDINARY GENERAL MEETING IN NANOLOGICA AB (PUBL)

The shareholders of Nanologica AB (publ), org.nr 556664-5023 (the "Company") are hereby convened to the extraordinary general meeting on Thursday 22 February 2024, at 12.00 p.m. CET, at Hagberg & Aneborn Fondkommissions' premises, Jungfrugatan 35, Stockholm.

Right to attend the meeting

Shareholders who wish to participate in the extraordinary general meeting must:

- be registered in their own name (not nominee-registered) in the share register maintained by Euroclear Sweden AB on Wednesday 14 February 2024, and
- notify the Company of his or her intention to attend the general meeting no later than Friday 16 February 2024, by mail to Forskargatan 20 G, SE-151 36 Södertälje, Sweden, stating "General meeting", or by e-mail to info@nanologica.com.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to exercise their voting rights and participate in the meeting, notify the Company of his or her intention to attend the meeting and temporarily re-register the shares in their own name with Euroclear Sweden (so-called voting rights registration), so that the shareholder is recorded in the share register kept by Euroclear Sweden on Wednesday 14 February 2024. This means that shareholders need to notify their nominee well in advance of this date. Voting registration that has been requested by shareholders in such time that the registration has been made by the relevant nominee no later than on Friday 16 February 2024 will be taken into account in the preparation of the share register.

Proxy

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent for the legal entity must be attached. The power of attorney may be valid for a maximum of five years from its issuance. The power of attorney in original and, where applicable, the certificate of registration, should be sent to the Company at the address stated above well in advance of the meeting. The Company provides proxy forms upon request, and such a form is also available on the Company's website, www.nanologica.com.

Number of shares and votes

At the time of this notice, there are a total of 36,146,142 shares in the Company. The total number of votes amount to 36,146,142. The Company does not hold any of its own shares.

Proposed agenda

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Determination as to whether the meeting has been duly convened
5. Approval of the agenda

6. Resolution on the general meeting's subsequent approval of the board of directors' resolution of 30 January 2024 to issue new shares with pre-emptive rights for existing shareholders
7. Resolution on reduction of the share capital
8. Resolution on authorization for the board of directors
9. Close of the meeting

Proposals to resolutions

Item 6 – Resolution on the general meeting's subsequent approval of the board of directors' resolution of 30 January 2024 to issue new shares with pre-emptive rights for existing shareholders

On 30 January 2024, the board of directors resolved on the below resolution (in italics) to issue new shares with pre-emptive rights for existing shareholders. The board of directors proposes that the general meeting resolves to approve the board of directors' resolution.

*The board of directors of Nanologica AB (publ), reg. no 556664-5023 (the "**Company**") resolves, subject to approval by the general meeting, to increase the Company's share capital with not more than SEK 3,293,538.358523 by an issue of not more than 8,032,476 shares on the terms and conditions set out below.*

- 1. The right to subscribe for new shares shall belong to those persons who on the record date for the new issue of shares are recorded as shareholders of the Company. One (1) existing share entitles to one (1) subscription right, and nine (9) subscriptions rights entitle to subscription of two (2) new shares.*
- 2. In the event that not all new shares are subscribed for with pre-emption rights, the board of directors shall, within the limit of the maximum number of shares to be issued, resolve on allocation of shares that are not subscribed for with pre-emption rights. Such allocation shall firstly be made to subscribers that have used subscription rights in the issue (regardless of whether they were shareholders in the Company on the record date for the new issue or not) in relation to the amount of subscription rights that each subscriber has used to subscribe for new shares, secondly to other subscribers in relation to subscribed amount, and thirdly to the persons that have entered into underwriting commitments in relation to such commitment. Insofar allocation according to the above cannot be made pro rata, allocation shall be made through drawing of lots.*
- 3. The record date for participation in the new issue of shares shall be 26 February 2024.*
- 4. Subscription with pre-emption rights shall be made during the period from 28 February 2024 to 13 March 2024 (i) if by cash payment: by cash payment, or (ii) if by set-off of claims against the Company in connection with subscription: on a subscription list. Payment for shares subscribed for without pre-emption rights shall be made during the same period on a separate subscription list. Payment for shares subscribed for without pre-emption rights shall be made in full not later than five (5) banking days after information regarding allotment of shares was sent. The board of directors shall have the right to extend the subscription and payment period.*
- 5. Subscription of new shares made within the context of an underwriting commitment shall be made on a separate subscription list not later than 25 March 2024. Payment for such subscribed shares shall be made by cash payment not later than two (2) banking days after information regarding allotment of shares was sent. The board of directors shall have the right to extend the subscription and payment period.*
- 6. The new shares are issued at a subscription price of SEK 6.75 per share.*
- 7. To the extent that the shares are subscribed with a premium, the share premium shall be transferred to the unrestricted premium reserve.*

8. *The new shares entitle to dividends for the first time on the first record date for dividend that takes 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 managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.*

Exemption from mandatory bid obligation

In connection with the rights issue carried out in 2020, Flerie Invest AB ("**Flerie Invest**") acquired an ownership stake of 30 percent after receiving an exemption from the mandatory bid obligation. Flerie Invest has also participated in a rights issue that was carried out in 2022 after receiving an exemption from the mandatory bid obligation. As of the date of this notice, Flerie Invest holds approximately 41.2 percent of the shares in the Company and, according to the terms of the previous exemption, a mandatory bid obligation will arise upon acquisition of additional shares unless a new exemption is obtained.

Flerie Invest has entered into subscription undertakings in connection with the current rights issue, which are conditional upon a resolution from the Swedish Securities Council to grant Flerie Invest exemption from the mandatory bid obligation which may arise if Flerie Invest subscribes for shares in the rights issue in accordance with the above-mentioned subscription undertakings.

If Flerie Invest fulfills its subscription undertakings, Flerie Invest's holding after the rights issue may amount to a maximum of approximately 39.2 percent of the shares and votes in the Company.

Majority requirement

A resolution in accordance with the above is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the general meeting.

Item 7 – Resolution on reduction of the share capital

The board of directors proposes that the general meeting resolves to reduce the Company's share capital by not more than 3,293,539.358523 for allocation to non-restricted equity.

The share capital shall be reduced by an amount in SEK corresponding to the amount with which the share capital increases through the resolution on a rights issue in accordance with item 6 on the agenda, but only to the extent that the share capital increase is attributable to newly issued shares.

The reduction shall be made without cancellation of shares.

The resolution is conditional upon the rights issue under item 6 on the agenda, entailing an increase in the share capital of not more than SEK 3,293,538.358523, being registered with the Swedish Companies Registration Office.

The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Majority requirement

A resolution in accordance with the above is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the general meeting.

Item 8 – Resolution on authorization for the board of directors

The board of directors proposes that the general meeting resolves to authorise the board of directors for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to issue not more than 1,481,481 new shares, corresponding to an increase in the Company's share capital of not more than SEK 607,448.38 (calculated without regard to the reduction of the share capital proposed pursuant to item 7 on the agenda). The board of directors shall be authorised to adopt decisions on an issue of shares with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in the Swedish Companies Act.

The new shares shall be issued at a subscription price of SEK 6.75 per share, corresponding to the subscription price in the new issue according to item 6 on the agenda. The share premium shall be transferred to the unrestricted premium reserve. The board of directors shall be authorised to decide on the other terms and conditions regarding issues under this authorisation. The reason to propose that the board of directors shall be authorised to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board shall be authorised to decide on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above is that the board of directors shall be able to accommodate a potential oversubscription in the rights issue in accordance with item 6 on the agenda and take advantage of the opportunity to provide the Company with additional capital in a time and cost-effective manner and/or expand the shareholder base with one or more shareholders of strategic importance to the Company.

The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Majority requirement

A resolution in accordance with the above is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the general meeting.

Shareholders' right to information at the general meeting

The board of directors and the managing director 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.

Processing of personal data

For information on how personal data is processed, please refer to the privacy policy available on Euroclear Sweden AB's [website](#).

Documentation

The board of directors' complete proposals as well as the board of directors' reports and other documents according to the Swedish Companies Act will be held available at the Company's office at

Forskargatan 20 G in Södertälje and at the Company's website, www.nanologica.com, not later than three weeks before the general meeting, i.e. not later than Thursday 1 February 2024. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address. The documents will also be held available at the general meeting.

For further information, please contact

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About Nanologica AB (publ)

Nanologica is a Swedish life science tools company that provides consumables to pharmaceutical manufacturers. Nanologica's products are specially developed for the purification of peptide drugs, such as insulin and GLP-1 analogues. Due to effective purification and a long lifetime for the products, they can increase productivity and reduce costs for pharmaceutical manufacturers. Nanologica operates in a global niche market that is growing as a result of increased demand for drugs for the treatment of diabetes and obesity. The company's mission is to increase access to cost-effective drugs through its purification products and thereby contribute to more patients around the world having access to life-saving treatments. The company is headquartered in Södertälje and Nanologica's share (NICA) is listed for trading on Nasdaq Stockholm Main Market. For further information, please visit www.nanologica.com.

Attachments

[NOTICE OF EXTRAORDINARY GENERAL MEETING IN NANOLOGICA AB \(PUBL\)](#)