

Notice to the Extraordinary General Meeting in Chordate Medical Holding AB (publ)

The shareholders in Chordate Medical Holding AB (publ), 556962-6319, are hereby given notice of the extraordinary general meeting to be held on Monday, December 5, 2022, at 2 pm at the company's premises, Regus, Kistagången 20 B in Kista.

Registration and notification

Shareholders who wish to participate at the general meeting must

- be recorded in the share register kept by Euroclear Sweden AB on Friday, November 25, 2022, and
- give notice of their intention to participate at the general meeting no later than Tuesday, November 29, 2022 by post to Chordate Medical Holding AB (publ), c/o Regus, Kistagången 20 B, 164 40 Kista (please mark the envelope "EGM Chordate"), by telephone to 08-400 115 46 or by e-mail to niklas.lindecrantz@chordate.com

For shareholders who have their shares registered through a bank or other nominee, the following applies in order to be entitled to participate in the general meeting. In addition to giving notice of participation to the general meeting, 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 on November 25, 2022. Such 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 makes 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 November 29, 2022, will be taken into account in the preparation of the share register.

Power of attorney

If a shareholder wishes to attend the general meeting by proxy, a written and dated power of attorney signed by the shareholder in original copy must be sent by post to Chordate Medical Holding AB (publ), c/o Regus, Kistagången 20 B, 164 40 Kista. A proxy form will be available for downloading on the company's website www.chordate.com. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

Agenda for the general meeting

1. Opening of the general meeting
2. Election of chairman at the general meeting
3. Preparation and approval of the voting list
4. Election of one or two persons who shall approve the minutes of the general meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda

7. Proposal on a preferential rights issue of shares
8. Proposal on an authorization for the board of directors
9. Closing of the meeting

Proposed resolutions

Item 7 - Proposal on a preferential rights issue of shares

The board of directors proposes that the general meeting resolves on a preferential rights issue of shares in accordance with the following.

1. The company's share capital shall increase by a maximum of SEK 25 628 261.75 through the new issue of a maximum of 102 513 047 shares in the company with a quota value of SEK 0.25 per share.
2. The company's shareholders shall have preferential rights to subscribe for new shares, whereby one existing share shall entitle to one subscription right and 20 subscription rights shall entitle to subscribe for 13 new shares.
3. The subscription price shall be SEK 0.50 per share. The share premium shall be transferred to the unrestricted premium reserve.
4. The record date for determining which shareholders are entitled to subscribe for new shares with preferential rights shall be December 12, 2022.
5. Subscription of shares shall take place from and including December 14, 2022, up to and including December 29, 2022. Subscription of shares with preferential rights (i.e. through the exercise of subscription rights) can take place through payment in accordance with the payment notice or special notification form. Subscription of shares without preferential rights (i.e. without the exercise of subscription rights) shall take place on a separate registration form. The board of directors shall have the right to resolve on an extension of the subscription period.
6. If not all of the shares are subscribed for through the exercise of subscription rights, the board of directors shall, within the scope of the maximum amount of the rights issue, resolve on allotment of shares subscribed for without the exercise of subscription rights, whereby allotment
 - a) firstly, shall be made to those who have also subscribed for shares through the exercise of subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and, in the event allotment to these cannot be made in full, allotment shall be made pro rata in relation to their subscription through their subscription rights and, where this is not possible, through a drawing of lots; and
 - b) secondly, shall be made to others who have subscribed for shares in the rights issue without exercise of subscription rights and, in the event allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of shares each subscribed for and, where this is not possible, through a drawing of lots.

7. Payment for shares that have not been subscribed for by payment shall be made no later than three banking days after the company issue's a notification on allotment. The board of directors shall have the right to resolve on an extension of the payment period.

8. Payment for subscribed and allotted shares shall be made in cash.

9. The new shares entitle the holder to a dividend for the first time on the record date for dividend that falls closest after the shares have been registered with the Swedish Companies Registration Office.

The board of directors or a person appointed by the board of directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB, respectively.

Item 8 – Proposal regarding authorization for the board of directors

At the annual general meeting on 25 of April 2022, the board of directors were authorized to resolve upon issue of shares, convertibles and warrants up to a volume corresponding to 20 000 000 shares. The board proposes that the extraordinary general meeting cancels the resolution from the annual general meeting regarding the authorization and replaces it with a new in accordance with the following.

The board of directors proposes that the extraordinary general meeting authorizes the board of directors, until the next annual general meeting, on one or more occasions, with or without preferential rights for the shareholders, to resolve upon issue of shares, convertibles and/or warrants. Such new issue resolutions may include provisions of payment in cash and/or payment by way of contribution of non-cash consideration or by set-off of a claim or that subscription shall be subject to other conditions.

The terms and conditions for the issue shall be customary to market practice with the possibility to a customary issue discount and shares, warrants and/or convertibles may be issued up to a volume corresponding to in total not more than 40 000 000 shares.

The board of directors or a person appointed by the board of directors shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A resolution in accordance with this item 8 is only valid if supported by shareholders holding not less than two thirds (2/3) of the votes cast as well as the shares represented at the extraordinary general meeting.

Miscellaneous

The board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the company, provide information on matters that may affect the assessment of an item on the agenda and conditions that may affect the assessment of the company's financial situation.

Copies of the annual financial report, the board of director's report on material events for the company's position subsequent to the adoption of the latest annual financial report, including the auditor's report of the board of director's report will be available at the company's website, www.chordate.com, no later than two weeks prior to the extraordinary general meeting. Copies of such documentation will be sent to shareholders who so requests and provides its address.

The total number of shares and votes of the company as per the date of this notice amounts to 157 712 380.

N.B The English text is an unofficial translation. In case of any discrepancies the Swedish version of the text shall prevail.

Chordate Medical Holding AB (publ)
the Board of Directors

For more information, please contact:

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About Chordate

Chordate Medical Holding AB (publ) is a medical technology company that for over ten years has developed, patented and CE-marked a new neuromodulation treatment technology for chronic nasal congestion (rhinitis) and chronic migraine. The company offers its product via distributors to clinics and hospitals in the Nordics, Germany, the UK, Israel, and Saudi Arabia. Chordate Medical's share is listed on Nasdaq First North Growth Market Stockholm (ticker: CMH). Read more at www.chordate.com/en/

Chordate's Certified Adviser on Nasdaq First North Growth Market Stockholm is Västra Hamnen Corporate Finance AB.

N.B. The English text is an in-house translation of the original Swedish text. Should there be any disparities between the Swedish and the English text, the Swedish text shall prevail.

Attachments

[Notice to the Extraordinary General Meeting in Chordate Medical Holding AB \(publ\)](#)