

Notice to convene an extraordinary general meeting in Magle Chemoswed Holding AB (publ)

The shareholders of Magle Chemoswed Holding AB (publ), reg. no. 556913-4710 (the "Company"), are invited to an extraordinary general meeting (the "EGM") on 3 November 2026, at 15:00 CET at the Company's premises at Agneslundsvägen 20B in Malmö, Sweden. The registration for the EGM starts at 14:30 CET.

Right to participate

Shareholders who wish to participate in the EGM must:

- i. be entered in the register of shareholders maintained by Euroclear Sweden AB on 26 October 2026; and
- ii. no later than 27 October 2026, give notice of participation to the Company either by post to Magle Chemoswed Holding AB (publ), Agneslundsvägen 27, 212 15 Malmö, Sweden or via e-mail to stamman@maglechemoswed.com. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number, and the number of any accompanying assistant (not more than two), as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the Company's website, www.maglegroup.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the EGM, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above so that it is received no later than 27 October 2026.

Nominee-registered shares

In order to be entitled to participate in the meeting shareholders who have registered their shares in the name of a nominee must, in addition to announcing their intention to participate in the meeting, request that their shares be registered in their own name, so the shareholder is entered into the register of shareholders on 26 October 2026. This registration may be temporary (so-called voting right registration) and is requested by the nominee in accordance with the nominee's procedures and in advance as determined by the nominee. Voting right registrations completed no later than the second bank day after 26 October 2026, are considered when preparing the register of shareholders.

Proposed agenda

1. Opening of the EGM
2. Election of Chairman of the EGM
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes

6. Determination as to whether the EGM has been duly convened
7. Resolution on implementation of a long-term incentive programme to employees
8. Resolution on implementation of a long-term incentive programme to board members
9. Closing of the EGM

Resolution proposals

Item 7: Resolution on implementation of a long-term incentive programme to employees

The board of directors proposes that the EGM resolves to issue warrants of series 2026/2030:1 and to approve the transfer of the warrants in accordance with the following.

Issue of warrants

The board of directors proposes that the EGM resolves to carry out a directed issue of not more than 23,267,671 warrants of series 2026/2030:1, entailing an increase in the share capital of not more than SEK 1,163,383.55 if fully exercised. The resolution shall otherwise be governed by the following terms and conditions.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, vest in Magle Chemoswed Holding AB (publ), reg. no. 556913-4710, with the right and obligation to transfer the warrants to employees pursuant to the below.

The reasons for the deviation from the shareholders' pre-emptive rights are to stimulate shareholding in the Company by virtue of an incentive programme through which employees can take part of and contribute to a positive value increase of the Company's share during the period of the proposed programme, and to enable the Company to retain and recruit competent and committed personnel.

The warrants shall be issued at no consideration. Subscription for the warrants must be completed no later than three weeks after the resolution on issue of the warrants. The board of directors shall be entitled to extend the subscription period.

Each warrant entitles to subscription of one new share in the Company. Subscription of new shares by virtue of the warrants may be made during the period from and including the date of registration of the warrants with the Swedish Companies Registration Office up to and including 6 November 2030. The new shares which may be issued due to the exercise of the warrants are not subject to any restrictive provisions.

The subscription price per share, by virtue of the warrants, shall be SEK 0.5. The amount of the subscription price that exceeds the quota value of the shares shall be contributed to the free share premium reserve.

The exercise price and the number of shares for which each warrant entitles the holder to subscribe may be subject to recalculation pursuant to a bonus issue, share split or reverse share split, new issue with preferential rights and similar measures, as well as through a so-called Net Strike formula, whereby the participant may request to exercise the warrants by way of cashless exercise (net

strike) in lieu of paying the exercise price in cash, which request the Company may, in its sole discretion, accept or reject. In the event of any such recalculation, conventional terms and conditions for recalculation shall apply, as set out in more detail in the complete terms and conditions for the warrants.

Shares which are newly issued following subscription by virtue of the warrants shall carry an entitlement to participate in dividends for the first time on the next record date for dividends which occurs after subscription for shares by virtue of the utilisation of the warrants is effected.

The complete terms and conditions for the warrants of series 2026/2030:1 are set out in the document "*Terms and conditions for warrants 2026/2030:1*", which is kept available on the Company's website, www.maglegroup.com.

The Company may, by means of a board resolution, cancel the Company's warrants that are not transferred in accordance with the below or that have been re-purchased from the participant. Cancellation shall be registered with the Swedish Companies Registration Office.

The board of directors, or a person appointed by the board of directors, is authorised to make such minor adjustments to the resolution which may prove necessary in order to register the resolution with the Swedish Companies Registration Office.

Approval of transfer of warrants

The board of directors proposes that the extraordinary general meeting approves the Company's transfer of warrants on the following conditions.

The right to acquire warrants from the Company shall vest in the following categories of employees, personally, or through a wholly-owned company or endowment insurance, whereby no participant shall be entitled to a minimum allotment.

Category	Maximum number of warrants per participant	Maximum number of warrants per category
CEO of Magle Chemoswed Holding	7,755,890	7,755,890
Managing Director of Magle Biopolymers	5,816,918	5,816,918
Managing Director of Magle Chemoswed	3,877,945	3,877,945
Other key employees (no more than 5 persons)	2,900,000	5,816,918

The number of warrants allotted per participant will depend on the participant's position within the Company.

Warrants may also be offered to potential new employees joining the Company or a company within the Company's group. For such acquisitions, the terms and conditions shall be the same as, or equivalent to, those set out in this resolution. This means, *inter alia*, that acquisition by new employees of warrants shall be made at the then market value as of the date of such acquisition.

As the warrants are acquired by the participant at market value, there are no performance criteria that need to be fulfilled in order to be offered to acquire warrants or to exercise the warrants for subscription of new shares.

A prerequisite for being entitled to acquire warrants from the Company is (i) that the participant at the time of the acquisition is an employee of the Company or a company within the Company's group, and (ii) that acquisition of warrants can take place in accordance with applicable laws, and, according to the board of directors' assessment, can be executed with reasonable administrative costs and financial efforts. Further, the warrants shall be governed by separate agreements between each participant and the Company. The agreement will regulate, among other things, a so-called vesting model for the programme, whereby warrants shall vest over a period of four years, whereby one-fourth (25%) of the warrants shall be deemed vested on 1 January each year (i.e., 2027, 2028, 2029, and 2030), conditional upon the participant's continued employment within the group at such date. However, vesting may instead start on the annual anniversary of the participant's employment, although never earlier than 1 January 2027. Vesting shall be proportional in relation to the period of employment or assignment during the year in question.

The reason for the vesting period being partly shorter than three years is that the Company is, in the near term, facing a period containing important milestones that are crucial for the Company's short- and long-term development. According to the board of directors, it is therefore in the interest of the Company and its shareholders to apply a vesting period partly shorter than three years.

Vesting of the warrants shall, under certain conditions, be accelerated in the event of a merger where the Company is absorbed by another company, or sale of the Company or of all or materially all assets of the Company (Change of Control). In the agreement, the Company will also reserve the right to, under certain conditions, purchase the warrants from the participant if the participant's employment within the Company terminates, if the participant wishes to transfer the warrants before they can be exercised for subscription of shares or if the participant acts in material breach of their employment agreement or the warrant agreement. Such purchase shall, depending on the circumstances resulting in the purchase, be made at the market value of the warrants or the lower of the cost of acquisition of the warrants or the market value of the warrants. The agreements will otherwise contain customary terms.

The board of directors has the right to make the reasonable changes and adjustments of the terms and conditions in the agreement that are deemed suitable or appropriate as a result of local civil law or tax law or administrative conditions, or in the event of Company related events, market conditions, regulatory changes, or other events, such as significant changes in the ownership structure of the Company. Further the board of directors shall resolve on the detailed terms and conditions for the incentive programme, such as good and bad leaver provisions.

Application and allotment

Application for acquisition of warrants, and transfer of the warrants, shall be made no later than the day before the annual general meeting 2027 in the Company.

If warrants within a certain category remain after all applications within such category have been satisfied, the remaining warrants may be allotted to participants in the same or another category, whereby the board of directors shall determine the allocation based on category, personnel category and number of warrants applied for. Such allocation may however not result in the maximum number of warrants per person within a certain category being exceeded by more than 50 percent.

The board of directors of the Company shall determine the final allotment and the date of the transfer of the warrants. The transfer of warrants may be made up until and including the annual general meeting 2027.

Price and payment etc.

The warrants shall be transferred on market terms at a price established on the basis of a market value of the warrants calculated by an independent valuation institute using the Black & Scholes valuation model.

Payment for the allocated warrants shall be made in cash no later than five days following the application for acquisition.

Further information on the warrant programme

Dilution

Upon full exercise of all warrants, not more than 23,267,671 new shares can be issued, which corresponds to a dilution of approximately 13.04 percent of the total number of shares and votes in the Company, however subject to any recalculation in accordance with the terms and conditions of the warrants. Accordingly, the incentive programme offers the employees the possibility to increase their shareholding in the Company to the corresponding figure.

Impact on financial ratios and costs for the Company etc.

The Company's earnings per share are not affected by the issue of the warrants as the present value of the warrants' strike price exceeds the current market value of the share at the date of issue. Since the warrants are transferred to the participants at market value, it is not expected that the Company will incur any personnel costs. The incentive programme will incur certain costs in terms of external consulting fees and costs relating to the administration of the incentive programme.

Preliminary valuation

The market value of the warrants is calculated using the Black & Scholes valuation formula by an independent valuation institute engaged by the Company. An illustrative Black & Scholes calculation, based on the assumption of an unchanged stock price of SEK 0.40 as of 8 October 2026, results in an option value of SEK 0.162 per warrant. The following assumed parameters have been used in the Black & Scholes calculation:

Subscription price: SEK 0.50
Risk-free interest rate: 2.89 %
Volatility: 58.0 %
Time to expiration: 4 years

Please note that these calculations are for illustrative purposes only, and the final valuation of the warrants may differ from what is indicated in the example above.

Preparation of the matter

The principles of the incentive programme have been prepared by the board of directors of the Company. The board of directors has thereafter decided to submit this proposal to the extraordinary general meeting. No employee that may be included in the programme has taken part in the drafting of the terms thereof, apart from the officials who have prepared the matter pursuant to instructions from the board of directors.

Other ongoing share-related incentive programmes

Other than the incentive programme proposed under item 8 below, the Company has no other ongoing share-related incentive programmes.

Item 8: Resolution on implementation of a long-term incentive programme to board members

The shareholder PRS1 ApS (the "**Shareholder**"), proposes that the EGM resolves to issue warrants of series 2026/2030:2 and to approve the transfer of the warrants in accordance with the following.

Issue of warrants

The Shareholder proposes that the EGM resolves to carry out a directed issue of not more than 15,511,781 warrants of series 2026/2030:2, entailing an increase in the share capital of not more than SEK 775,589.05 if fully exercised. The resolution shall otherwise be governed by the following terms and conditions.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, vest in Magle Chemoswed Holding AB (publ), reg. no. 556913-4710, with the right and obligation to transfer the warrants to board members pursuant to the below.

The reasons for the deviation from the shareholders' pre-emptive rights are to stimulate shareholding in the Company by virtue of an incentive programme through which board members can take part of and contribute to a positive value increase of the Company's share during the period of the proposed programme.

The warrants shall be issued at no consideration. Subscription for the warrants must be completed no later than three weeks after the resolution on issue of the warrants. The board of directors shall be entitled to extend the subscription period.

Each warrant entitles to subscription of one new share in the Company. Subscription of new shares by virtue of the warrants may be made during the period from and including the date of registration of the warrants with the Swedish Companies Registration Office up to and including 6 November 2030. The new shares which may be issued due to the exercise of the warrants are not subject to any restrictive provisions.

The subscription price per share, by virtue of the warrants, shall be SEK 0.5. The amount of the subscription price that exceeds the quota value of the shares shall be contributed to the free share premium reserve.

The exercise price and the number of shares for which each warrant entitles the holder to subscribe may be subject to recalculation pursuant to a bonus issue, share split or reverse share split, new issue with preferential rights and similar measures, as well as through a so-called Net Strike formula, whereby the participant may request to exercise the warrants by way of cashless exercise (net strike) in lieu of paying the exercise price in cash, which request the Company may, in its sole discretion, accept or reject. In the event of any such recalculation, conventional terms and conditions for recalculation shall apply, as set out in more detail in the complete terms and conditions for the warrants.

Shares which are newly issued following subscription by virtue of the warrants shall carry an entitlement to participate in dividends for the first time on the next record date for dividends which occurs after subscription for shares by virtue of the utilisation of the warrants is effected.

The complete terms and conditions for the warrants of series 2026/2030:2 are set out in the document "*Terms and conditions for warrants 2026/2030:2*", which is kept available on the Company's website, www.maglegroup.com.

The Company may, by means of a board resolution, cancel the Company's warrants that are not transferred in accordance with the below or that have been re-purchased from the participant. Cancellation shall be registered with the Swedish Companies Registration Office.

The Company's CEO, or a person appointed by the CEO, is authorised to make such minor adjustments to the resolution which may prove necessary in order to register the resolution with the Swedish Companies Registration Office.

Approval of transfer of warrants

The Shareholder proposes that the EGM approves the Company's transfer of warrants on the following conditions.

The right to acquire warrants from the Company shall vest in the following board members, personally, or through a wholly-owned company or endowment insurance.

Participants

Maximum number of warrants per participant

Chairman of the board (Stig Løkke Pedersen)	11,633,835
Board member (Søren Mogensen)	1,938,973
Board member (Tom Rönnlund)	1,938,973

No over-allotment may occur, however, it is permitted to acquire a lower number of warrants than offered.

As the warrants are acquired by the participant at market value, there are no performance criteria that need to be fulfilled in order to be offered to acquire warrants or to exercise the warrants for subscription of new shares.

A prerequisite for being entitled to acquire warrants from the Company is (i) that the participant at the time of the acquisition is a board member of the Company, and (ii) that acquisition of warrants can take place in accordance with applicable laws, and can be executed with reasonable administrative costs and financial efforts. Further, the warrants shall be governed by separate agreements between each participant and the Company. The agreement will regulate, among other things, a so-called vesting model for the programme, whereby warrants shall vest over a period of four years, whereby one-fourth (25%) of the warrants shall be deemed vested on 1 January each year (i.e., 2027, 2028, 2029, and 2030), conditional upon the participant's continued position as a board member of the Company or other assignment within the group at such date. However, vesting may instead start on the annual anniversary of the participant's appointment as a board member, although never earlier than 1 January 2027. Vesting shall be proportional in relation to the period of assignment during the year in question.

The reason for the vesting period being partly shorter than three years is that the Company is, in the near term, facing a period containing important milestones that are crucial for the Company's short- and long-term development. According to the Shareholder, it is therefore in the interest of the Company and its shareholders to apply a vesting period partly shorter than three years.

Vesting of the warrants shall, under certain conditions, be accelerated in the event of a merger where the Company is absorbed by another company, or sale of the Company or sale of all or materially all assets of the Company (Change of Control). In the agreement, the Company also reserves the right to, under certain conditions, purchase the warrants from the participant if the participant's position as a board member of the Company or other assignment within the group ceases, if the participant wishes to transfer the warrants before they can be exercised for subscription of shares or if the participant acts in material breach of the warrant agreement. Such purchase shall, depending on the circumstances resulting in the purchase, be made at the market value of the warrants or the lower of the cost of acquisition of the warrants or the market value of the warrants. The agreements will otherwise contain customary terms.

The Company's CEO has the right to make the reasonable changes and adjustments of the terms and conditions in the agreement that are deemed suitable or appropriate as a result of local civil law or tax law or administrative conditions.

Application and allotment

Application for acquisition of warrants, and transfer of the warrants, shall be made no later than the day before the annual general meeting 2027 in the Company.

The board of directors of the Company shall determine the final allotment and the date of the transfer of the warrants. The transfer of warrants may be made up until and including the annual general meeting 2027.

Price and payment etc.

The warrants shall be transferred on market terms at a price established on the basis of a market value of the warrants calculated by an independent valuation institute using the Black & Scholes valuation model.

Payment for the allocated warrants shall be made in cash no later than five days following the application for acquisition.

Further information on the warrant programme**Dilution**

Upon full exercise of all warrants, not more than approximately 15,511,781 new shares can be issued, which corresponds to a dilution of approximately 9.09 percent of the total number of shares and votes in the Company, however subject to any recalculation in accordance with the terms and conditions of the warrants. Accordingly, the incentive programme offers the board members the possibility to increase their shareholding in the Company to the corresponding figure.

Impact on financial ratios and costs for the Company etc.

The Company's earnings per share are not affected by the issue of the warrants as the present value of the warrants' strike price exceeds the current market value of the share at the date of issue. Since the warrants are transferred to the participants at market value, no personnel costs are expected to arise for the Company. The incentive programme will only incur certain limited costs in terms of external consulting fees and costs relating to the administration of the incentive programme.

Preliminary valuation

The market value of the warrants is calculated using the Black & Scholes valuation formula by an independent valuation institute engaged by the Company. An illustrative Black & Scholes calculation, based on the assumption of an unchanged stock price of SEK 0.40 as of 8 October 2026, results in an option value of SEK 0.162 per warrant. The following assumed parameters have been used in the Black & Scholes calculation:

Subscription price: SEK 0.50
Risk-free interest rate: 2.89 %
Volatility: 58.0 %
Time to expiration: 4 years

Preparation of the matter

The principles of the incentive programme have been prepared by the Shareholder. The Shareholder has thereafter decided to submit this proposal to the general meeting. The board members who are included in the programme have not taken part in the drafting of the proposal.

Other ongoing share-related incentive programmes

Other than the incentive programme proposed under item 7 above, the Company has no other ongoing share-related incentive programmes.

Majority requirements

A valid resolution under item 7 and item 8, respectively, requires that the resolution is supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the meeting.

Shareholders' right to obtain information

Shareholders are reminded of their right to, at the EGM, obtain information from the board of directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

Available documentation

Documents in accordance with the Swedish Companies Act will be available at the Company and on the Company's website, www.maglegroup.com. The documents will also be sent to shareholders who wish to do so and state their postal address.

Processing of personal data

For information about the processing of your personal data, it is referred to the privacy notice available at Euroclear's webpage.

Magle Chemoswed Holding AB (publ)'s corporate registration number is 556913-4710 and its registered office is in Malmö, Sweden.

Malmö in October 2026

Magle Chemoswed Holding AB (publ)

The board of directors

Contacts

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About Us

The Magle Group aims to establish itself as a leader in high-quality life-changing healthcare innovations to meet medical needs through scientific excellence. Today, the Group includes two operational areas. Magle Chemoswed – a contract manufacturing organization (CMO) with a strong reputation for its high-quality development and manufacturing expertise and Magle Biopolymers A/S - a specialized manufacturing organization of Dextran technology. Learn more on www.maglechemoswed.com and www.maglegroup.com and www.maglebiopolymers.com

Redeye Nordic Growth AB is the company's Certified Adviser.

Attachments

[Notice to convene an extraordinary general meeting in Magle Chemoswed Holding AB \(publ\)](#)