

# Notice to the extraordinary general meeting in Magle Chemoswed Holding AB (publ)

**The shareholders of Magle Chemoswed Holding AB (publ), org. no. 556913-4710 (the "Company"), are invited to an Extraordinary General Meeting (the "EGM") on 10 April 2026, at 09:00 CEST at the Company's premises at Agneslundsvägen 20B in Malmö, Sweden. The registration for the EGM starts at 08:30 CEST.**

## 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 by 31 March 2026; and
- ii. no later than 2 April 2026, give notice of participation to the Company either by post to Magle Chemoswed Holding AB, Agneslundsvägen 27, 212 15 Malmö, Sweden or via e-mail to [stamman@maglechemoswed.com](mailto: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](http://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 2 April 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 by 31 March 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 business day following 31 March 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. The determination as to whether the EGM has been duly convened
7. Resolution to approve the board of directors' resolution on a rights issue of shares
8. Resolution to approve related party transactions
9. Closing of the EGM

## Resolution proposals

### Item 7: Resolution to approve the board of directors' resolution on a rights issue of shares

The board of directors proposes that the general meeting resolves to approve the board of directors' resolution from 25 March 2026 on a new issue of a maximum of 8,849,733 shares, entailing a maximum increase of the share capital of SEK 442,486.65.

Otherwise, the following conditions shall apply.

1. The right to subscribe for shares shall, in accordance with the shareholders' preferential rights, vest with those who are registered as shareholders in the Company on 14 April 2026 (the "**Record Date**"). Each shareholder receives one (1) subscription right for each share held. Seven (7) subscription rights entitle to subscription of three (3) shares.
2. The subscription price for each share is SEK 4.50. The amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve.
3. Subscription for shares, with preferential rights, is made with the support of subscription rights. The right to receive subscription rights to subscribe for shares with preferential rights, shall vest with persons registered as shareholders in the Company as of the Record Date in the share register kept by Euroclear Sweden AB.
4. Subscription of shares with the support of subscription rights must be made by simultaneous cash payment during the period from, and including, 15 April 2026, until, and including, 29 April 2026. The board of directors has the right to extend the subscription and payment period.
5. Subscription of shares without the support of subscription rights must be made on a special subscription list during the period commencing on, and including, 15 April 2026, until, and including, 29 April 2026. Payment for shares that are subscribed for without the support of subscription rights must be paid in cash in accordance with the instructions on the transaction note no later than the third banking day after notification of allocation is sent to the subscriber through transaction note. The board of directors has the right to extend the subscription and payment period.
6. The new shares issued in the rights issue shall carry a right to dividends commencing on the first record date that occurs after the registration of the shares with the Swedish Companies Registration Office and the entry of the shares in the share register kept by Euroclear Sweden AB.
7. In the event all shares in the rights issue are not subscribed for with the support of subscription rights, the board of directors shall, within the maximum amount of the rights issue, resolve on the allotment of shares subscribed for without the support of subscription rights. In case of over-subscription, allotment shall be made in accordance with the following principles:

- i. Firstly, allocation shall be made to those who subscribed for shares with the support of subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and, in case of oversubscription, in relation to the number of subscription rights that each party has exercised for the subscription of shares, and, if this is not possible, by drawing lots.
- ii. Secondly, allocation shall be made to other subscribers who subscribed for shares without the support of subscription rights, and, in case of oversubscription, in relation to the subscribed amount, and, if this is not possible, by drawing lots.
- iii. Thirdly, allocation of any remaining shares shall be made to guarantors in accordance with signed guarantee commitments. In the event that allotment cannot be made in full, allotment shall be made in proportion to the amount guaranteed by each guarantor and, if this is not possible, by drawing lots.

#### Authorisation

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorised to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

#### **Item 8: Resolution to approve related party transactions**

The board of directors proposes that the EGM resolves to approve the interest payments under the amended and restated loan agreements (the "**Transactions**") between the Company and PRS1 ApS ("**PRS1** ") and MB Holding Køge ApS ("**MB Holding**") (together the "**Lenders**"), respectively, regarding existing subordinated debt (the "**Loan Agreements**"). The Transactions constitute significant related party transactions and are accordingly subject to approval by the general meeting pursuant to the Swedish Securities Council's statement 2019:25.

The board of directors submits, in accordance with the Swedish Securities Council's statement 2019:25, the following statement regarding the Transactions.

#### ***Related parties***

PRS1 is, at the time of this notice, the Company's second largest shareholder and holds 7,680,000 shares, corresponding to approximately 37 percent of the total number of shares and votes in the Company, and is on this basis considered a related party to the Company. MB Holding, as an owner of approximately 50 percent of the shares in PRS1, is likewise considered a related party to the Company.

#### ***Description of the Loan Agreements and the Transactions***

On 25 March 2026, the Company entered into the Loan Agreements with PRS1 and MB Holding regarding the existing subordinated debt. The subordinated debt originates from promissory notes entered into in 2022, which have been partially transferred and restructured over time such that the Company is now the direct borrower. The Loan Agreements have been entered into for the purpose of restructuring and formalising the existing subordinated debt, strengthening the Company's balance sheet and enabling a conversion of the debt into equity.

The outstanding principal amount under the loan agreement with PRS1 amounts to DKK 15,637,238.49 and the outstanding principal amount under the loan agreement with MB Holding amounts to DKK 5,000,000. The subordinated debt carries an annual interest rate of 10.00 percent from and including the date of the Loan Agreements. No interest is payable in cash; instead, accrued interest is capitalised annually on 31 December each year, and the Lenders have no right to demand or receive payment of interest in cash at any time during the term of the agreements. The subordinated debt is repayable in full within 20 business days of the Lenders first written demand, subject to the subordination provisions in relation to the Company's outstanding senior secured bond 25/28 (ISIN SE0025197403), which means that the debt under the Loan Agreements may not be repaid until the outstanding amounts under the bonds have been repaid. In the event of one or more share issues in the Company in an amount in excess of SEK 10,000,000 in aggregate occurring on or after 15 May 2026, each of the respective Lenders and the Company shall have the right to require conversion of all or part of the relevant loan (plus accrued interest) into shares in the Company at the price and other terms generally applied in connection with such share issue, provided that any such conversion is effected no later than 30 June 2026. The Company's right to require such conversion is conditional upon the relevant share issue satisfying the condition for the waiver of the maintenance covenant under the agreement in principle with the bondholders, that was made public on 25 March 2026. If the subordinated debt is not converted into shares, it shall remain as a subordinated loan until repayment can take place in accordance with the terms of the Loan Agreements.

The interest payments under the Loan Agreements are subject to approval by the general meeting in accordance with the Swedish Securities Council's statement 2019:25. In the event that such approval is not obtained, the Loan Agreements shall continue in full force and effect on the same terms, save that no interest shall accrue or be payable.

The board of directors considers that the Transactions are in the interest of the shareholders, that the terms of the Loan Agreements are on market terms and customary conditions, and that the Transactions are beneficial to the Company.

### ***Proposed resolution***

The board of directors proposes that the EGM resolves to approve the Transactions.

### ***Majority requirement***

A valid resolution requires the support of shareholders representing more than half of the votes cast at the meeting, provided however that shares and votes held, directly or indirectly, by PRS1, MB Holding or their respective related parties shall be disregarded in connection with the general meeting's resolution on the approval of the Transactions.

### ***Exemptions from mandatory bid obligation***

The Company's second largest shareholder, PRS1, whose shareholding in the Company corresponds to approximately 37 percent of the total number of shares and votes, has undertaken to subscribe for its pro rata share in the rights issue and has also entered into a guarantee commitment for the rights issue. The undertakings entail that PRS1's share of votes in the Company could increase further.

PRS1 has been granted an exemption from the mandatory bid obligation by the Swedish Securities Council (AMN 2026:07) in the event that its shareholding would increase as a result of PRS1's participation in the rights issue. The exemption regarding subscription of PRS1's pro rata share has been granted without conditions. The exemption regarding fulfilment of the guarantee commitment is conditional upon (1) the Company's shareholders being informed prior to the EGM of the maximum capital and voting share, respectively, that PRS1 may obtain by subscribing for shares in excess of its preferential rights, and (2) the general meeting's resolution to approve the rights issue being supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting, disregarding shares held and represented at the meeting by PRS1. If PRS1 subsequently acquires additional shares and thereby increases its share of votes in the Company, a mandatory bid obligation will arise.

The maximum portion of the shares and votes in the Company that PRS1 may obtain if the subscription undertaking and guarantee commitment were to be utilised in full is approximately 42 percent (including PRS1's current holdings in the Company).

#### **OTHER INFORMATION**

Number of shares and votes in Magle Chemoswed Holding AB (publ) amounts to 20,649,377 at the date of the issue of this notice. The Company holds no treasury shares.

#### **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](http://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.

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Malmö in March 2026  
**Magle Chemoswed Holding AB (publ)**  
*The board of directors*

## Contacts Aaron

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## About Us

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The Magle Group aims to establish itself as a leader in high-quality life-changing healthcare innovations to meet medical needs through scientific excellence. The Magle Group is founded on strategic acquisitions aimed at driving growth and diversifying risk. Today, the Group includes three operational areas. Magle Chemoswed – a contract development and manufacturing organization (CDMO) with a strong reputation for its high-quality development and manufacturing expertise and Magle PharmaCept – an established sales and marketing company for development and direct sales of the Groups medical technology products. Magle Biopolymers A/S- a specialized manufacturing organization of Dextran technology. Learn more on [www.maglechemoswed.com](http://www.maglechemoswed.com) and [www.maglegroup.com](http://www.maglegroup.com) and [www.maglepharmaceut.com](http://www.maglepharmaceut.com) and [www.maglebiopolymers.com](http://www.maglebiopolymers.com) Redeye Nordic Growth AB is the company's Certified Adviser.

## Attachments

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