

# NOTICE OF ANNUAL 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 the Annual General Meeting (the "AGM") on April 25, 2024, at 10:00 CEST at Radisson Blue Hotel, at Östergatan 10, SE-211 25 Malmö, Sweden. The registration for the AGM starts at 09:30 CEST.**

## **Right to participate**

Shareholders who wish to participate in the AGM must:

(i) be entered in the register of shareholders maintained by Euroclear Sweden AB by April 17, 2024; and

(ii) No later than April 19, 2024, give notice of participation to the Company either by post to 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 AGM, 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 April 24, 2024.

## **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 April 17, 2024. 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 April 17, 2024, are considered when preparing the register of shareholders.

## **Proposed agenda**

1. Opening of the Annual General Meeting
2. Election of Chairman of the General Meeting
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 general meeting has been duly convened
7. Presentation of the Annual Report and the Auditor's Report for the Company, as well as consolidated accounts and consolidated audit report
8. Resolutions regarding:
  - a. adoption of the income statement and the balance sheet, and consolidated income statement and consolidated balance sheet
  - b. allocation of the Company's profit and loss in accordance with the adopted balance sheet
  - c. discharge from liability of the board members and the managing director
9. Determination of the number of board members and auditors
10. Determination of remuneration to be paid to the board members and auditors
11. Election of board members, chairman of the Board of Directors and auditors
12. Resolution on issue authorization for the Board of Directors
13. Resolution regarding the Term Loan Facilities
14. Closing of the Annual General Meeting

**Proposed resolutions:****Item 2: Election of chairman of the meeting:**

The Board of Directors proposes that Hans Henrik Lidgard, the chairman of the Board, or if Hans Henrik Lidgard is prevented, the person assigned by the Board of Directors, is appointed as chairman of the meeting.

**Item 8 (b): Resolution regarding allocation of the Company's profit and loss in accordance with the adopted balance sheet**

The Board of Directors proposes that no dividend should be paid for the financial year 2023 and that the year's result shall be carried forward.

**Item 9: Determination of the number of board members and auditors**

It is proposed that the Board of Directors shall consist of five (5) board members appointed by the General Meeting and that no deputy director shall be appointed by the general meeting. It is proposed that one auditor and no deputy auditor shall be appointed.

**Item 10: Determination of remuneration to be paid to the board members and auditors**

It is proposed that remuneration for each board member appointed by the general meeting that are not employed by the group shall amount to SEK 100,000 for the time until the end of the next Annual General Meeting. The Chairman of the Board shall receive SEK 200,000. The committee members shall receive SEK 25,000 in addition.

It is also proposed that the Company's auditor shall be paid in accordance with the approved account.

**Item 11: Election of board members, chairman of the Board of Directors and auditors**

It is proposed that Hans Henrik Lidgard, Martin Lidgard, Malin Malmsjö, Sven-Christer Nilsson, and Mats Pettersson be re-elected as ordinary members of the Board for the time until the end of the next annual shareholders' meeting. Joel Eklund has declined re-election.

It is also proposed to re-elect Hans Henrik Lidgard as Chairman of the Board.

Furthermore, it is proposed that Ernst & Young AB with authorized auditor Henrik Rosengren is elected as the auditor of the Company for the time until the end of the next Annual General Meeting.

#### **Item 12: Resolution on issue authorization for the Board of Directors**

The Board of Directors proposes that the AGM authorize the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting and within the limits of the articles of association, resolve to increase the Company's share capital through the issue of shares, warrants and/or convertibles. The Board of Directors shall be able to resolve the issue of shares, warrants and/or convertibles with or without deviation from the shareholders' pre-emptive rights and/or with or without provisions concerning payment in kind, set-off, or other provisions specified in Chapter 13, Section 5, first paragraph, 6, Chapter 14, Section 5, first paragraph, 6, and Chapter 15, Section 5, first paragraph, 4, of the Swedish Companies Act.

Issuance in accordance with this authorization shall be on market terms, subject to a market discount where applicable. The Board of Directors shall have the right to determine the terms and conditions for issues in accordance with this authorization and who shall have the right to subscribe for the shares, warrants and/or convertibles. The reason for why the Board of Directors should be able to resolve on an issue with deviation from the shareholder's pre-emptive rights and/or with provisions concerning payment in kind, set-off, or other provisions is (i) that the Company should be able to issue shares, warrants and/or convertibles in connection with the acquisition of companies or operations, as well as (ii) being able to carry out directed issues with the aim of acquiring capital for the Company.

The CEO or whoever the Board of Directors appoints is proposed to be authorized to make the minor adjustments in this resolution that may be necessary for connection with registration with the Swedish Companies Registration Office and with Euroclear Sweden AB.

For a valid resolution in accordance with the Board of Directors' proposal, the resolution must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the AGM.

#### **Item 13: Resolution regarding the Term Loan Facilities**

Certain transactions between related parties shall, according to the so-called related party transaction rules (issued by the Swedish Securities Council) be submitted to the general meeting for approval. The Board of Directors of Magle Chemoswed Holding AB (publ) proposes that the Annual General Meeting of Magle Chemoswed Holding AB (publ) resolves to approve term loan facilities

between Magle Chemoswed Holding AB (publ) and the board members Hans Henrik Lidgard, through Maria Magle Holding AB, and Mats Pettersson the ("Term Loan Facilities") (the "Lenders"). The Board of Directors hereby submits a proposal for a resolution and a report in accordance with the related party transaction rules (issued by the Swedish Securities Council).

*Background and rationale*

The Company has a need for Term Loan Facilities to enable potential acquisitions and cover ongoing costs in the business.

*Description of the Term Loan Facilities*

The Term Loan Facilities amount to a total of SEK 12,000,000, of which Hans Henrik Lidgard, through Maria Magle Holding AB, provides SEK 10,000,000 and Mats Pettersson provides SEK 2,000,000. Loans under the Term Loan Facilities carry interest at an annual interest rate of STIBOR90+ 1.75 percent until the debt has been repaid in full. The Term Loan Facilities matures on 31 December 2024. The Company has the right to call for loans under the Term Loan Facilities during the entire term of the Term Loan Facilities.

Magle Chemoswed Holding AB (publ) is entitled, at any time, to repay in advance any amount corresponding to all or part of the debt, together with interest accrued on such amount.

The Board of Directors considers that the terms of the Term Loan Facilities are in line with market conditions and that the agreements for the Term Loan Facilities otherwise contain customary terms and conditions.

*Related party transactions*

As Hans Henrik Lidgard is Chairman of the Board of Directors of Magle Chemoswed Holding AB (publ) and also controls more than 20 percent of the shares and votes in Magle Chemoswed Holding AB (publ), Hans Henrik Lidgard is deemed to be a related party to Magle Chemoswed Holding AB (publ).

As Mats Pettersson is a member of the Board of Directors of Magle Chemoswed Holding AB (publ), Mats Pettersson is also considered to be a related party to Magle Chemoswed Holding AB (publ). According to the related party transaction rules (issued by the Swedish Securities Council), significant transactions with related parties shall be submitted to a general meeting for approval. The Term Loan Facilities are therefore conditional upon the shareholders of Magle Chemoswed Holding AB (publ) approving the Term Loan Facilities.

*Proposals for resolutions*

The Board of Directors proposes that the Annual General Meeting approves the Term Loan Facilities with the Lenders.

*Majority requirement*

A valid resolution requires that the resolution be supported by shareholders representing more than half of the votes cast at the meeting. Shares held by Lenders or related parties to the Lenders shall not be taken into account.

**OTHER INFORMATION**

Number of shares and votes in Magle Chemoswed Holding AB (publ) amounts to 10,800,000 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 AGM, obtain information from the Board of Directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

### Available documentation and proxy forms

The complete documentation for the meeting will be made available at the Company and at [www.maglegroup.com](http://www.maglegroup.com) three weeks before the AGM and will be sent free of charge to all shareholders who so request and provide 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, March 2024**

**The Board of Directors of Magle Chemoswed Holding AB (publ)**

### Contacts

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Justin Pierce, CEO, phone +46 (0)70 593 58 21, [justin.pierce@maglechemoswed.com](mailto:justin.pierce@maglechemoswed.com)

### 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 two 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. Learn more on [www.maglechemoswed.com](http://www.maglechemoswed.com) and <https://maglegroup.com/> and [www.maglepharmaceut.com](http://www.maglepharmaceut.com)

Vator Securities is the Company's certified adviser on Nasdaq First North Growth Market and can be reached at [ca@vatorsec.se](mailto:ca@vatorsec.se) or +46 (0)8-580 065 99.

**Attachments**

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