

NOTE: This is an unofficial translation of the original notice, which is in Swedish. In case of discrepancies, the Swedish version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING IN COMBIGENE AB (PUBL)

The shareholders of **CombiGene AB (publ)** are hereby summoned to attend the Annual General Meeting (“AGM”) on 29 June 2020 at 15.00 CET at Tellus, Medicon Village, Scheelevägen 2, Lund. Registration starts at 14.30 CET and will stop when the meeting starts.

The company is closely following the development of the situation regarding the new coronavirus. The company will publish further information closer to the AGM regarding potential measures that may be required in order to conduct the AGM, if deemed necessary with regard to limiting the spread of the virus.

Right to participate

Those who have been recorded as shareholders in the share register kept by Euroclear Sweden AB as per 23 June 2020, and who, no later than 23 June 2020, give notice to the company of their intent to participate at the AGM have a right to participate at the AGM. Notice to participate shall be given in writing to CombiGene AB (publ), c/o Fredersen Advokatbyrå AB, Turning Torso, 211 15 Malmö or by e-mail to combigene@fredersen.se. The notice shall contain the shareholder’s name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two). Prior to the AGM, the shareholder will receive a confirmation. If no confirmation is received, notice has not been duly given.

In order to attend the AGM, the shareholders whose shares are registered under the name of a nominee, must temporarily register their shares in their own name in the share register kept by Euroclear Sweden AB. Such registration must be executed no later than 23 June 2020 and should be requested with the nominee well in advance.

Proxy

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a copy of the registration certificate or, if no such document exists, equivalent documentation shall be included with the notification. The documentation shall prove the right of the person that has signed the power of attorney to appoint proxy. To facilitate registration at the AGM, please provide the power of attorney in original as well as registration certificate and other documents of authority to Fredersen Advokatbyrå to the address mentioned above on 23 June 2020 at the latest. If the power of attorney and other authorisation documents have not been submitted in advance, the power of attorney in the original and other authorisation documents must be presented at the AGM. Power of attorney forms are available at the company and on the company’s website, www.combigene.com, and will be sent upon request to any shareholder who states their postal address.

Proposal of agenda

1. Opening
 2. Election of chairman of the AGM
 3. Preparation and approval of the voting register
 4. Approval of the agenda
 5. Election of one or two persons to attest the minutes
 6. Determination as to whether the AGM has been duly convened
 7. Presentation of the annual report and the auditor’s report as well as the group accounts and the auditor’s report for the group
 8. Resolutions on
 - a. adoption of the profit and loss account and the balance sheet as well as of the consolidated profit and loss account and the consolidated balance sheet
 - b. allocation of the company’s profit or loss according to the adopted balance sheet
 - c. discharge from liability for the board members and the CEO
 9. Resolution on the remuneration to the board of directors and auditors
 10. Resolution on the number of board members, deputy board members, auditors and deputy auditors
 11. Election of board members and deputy board members, if any
- The nomination committee’s proposal of board members:**
- 11.1 Peter Nilsson (re-election)

- 11.2 Bert Junno (new election)
- 11.3 Jan Nilsson (new election)
- 11.4 Jonas Ekblom (new election)
- 11.5 Per Lundin (new election)
- 12. Election of chairman of the board
- 13. Election of auditors and deputy auditors, if any
- 14. Resolution on instruction for the nomination committee
- 15. Resolution on authorisation for the board of directors to resolve on issue of new shares, warrants or convertibles
 - a. with preferential rights for the shareholders or against payment by an in kind contribution
 - b. without regard to the shareholders' preferential rights and against payment in cash or through set-off
- 16. Resolution regarding amendment to the Articles of Association
- 17. Resolution on authorisation for the CEO to perform adjustment to the resolutions adopted by the AGM
- 18. Closing of the meeting

Proposed resolutions:

Dividend (item 8.b)

The board of directors proposes that no dividend is to be paid for the financial year 2019.

Election of board of directors, chairman of the board and auditors, resolution regarding remuneration, instruction for the nomination committee and information regarding election of chairman of the AGM (items 2, 9-14)

The nomination committee for CombiGene AB (publ) has, prior to the 2020 AGM, consisted of Ivar Nordqvist, Arne Ferstad and Lars Thunberg, representing Sami Asani. Ivar Nordqvist has been the chair of the nomination committee. The nomination committee proposes that the AGM adopts the following resolutions

that the board shall comprise five members,

that one registered audit firm is to be appointed;

that remuneration to the board, from the 2020 AGM until the 2021 AGM, will amount to SEK 125,000 for board members who do not receive any salary from the company and SEK 200,000 for the chairman of the board,

that remuneration to the auditor will be according to approved invoicing,

that Peter Nilsson is re-elected as board member and that the following persons are elected as new board members: Bert Junno, Jan Nilsson, Jonas Ekblom and Per Lundin,

that Bert Junno is elected as new chairman of the board,

that MAZARS SET Revisionsbyrå AB is elected as the company's auditor (MAZARS SET Revisionsbyrå AB has informed that Anders O Persson will be the auditor in charge if MAZARS SET Revisionsbyrå AB is elected as the company's auditor), and

that the following instruction for the nomination committee shall apply until another instruction has been adopted:

It is proposed that the nomination committee will consist of representatives for the three principal shareholders with the largest number of voting rights as of 30 September 2020. Should any of the above not appoint a representative, the following shareholders, in order of size of shareholdings, shall be given the opportunity to appoint representatives until three members have been appointed. The names of members of the nomination must be published by the company no later than six months prior to the 2021 AGM. Unless otherwise decided by the nomination committee, the shareholder representative who represents the principal shareholder will be appointed as the chairman of the nomination committee. If any member of the nomination committee prematurely resigns or ceases to represent the shareholder who appointed him or her, that member will be replaced by another person nominated by the shareholder. If any shareholder who is not represented on the nomination committee has more voting rights than another shareholder who is represented on the nomination committee, the shareholder with the greatest number of voting rights will be entitled to appoint a member to the nomination committee and the member who represents the shareholder with the least number of voting rights will step down from the nomination committee. The mandate period for a nomination committee appointed in this manner will continue until a new nomination committee assumes its mandate. The nomination committee will have the right to charge the company for expenses, for example, for recruitment consultants and other consultants whose services are required for the work of the nomination committee, and the nomination committee will have the right to appoint deputies to the committee, if appropriate. Deputy members of the nomination committee will not be entitled to vote. The chairman of the board will convene meetings of the nomination committee and have the right to attend, but not vote at, meetings of the nomination

committee. No remuneration for nomination committee work will be paid by the company. Prior to the 2021 AGM, the nomination committee will propose a chairman for the meeting, board members, chairman of the board, auditors, remuneration of auditors and principles for the nomination committee. The nomination committee shall comply with the Swedish Corporate Governance Code.

Information regarding all nominated board members is available in a separate document that, together with other documents, will be published prior to the AGM on the company's website.

Due to the emerging situation with the new coronavirus, the nomination committee will present the proposal for the chairman of the AGM at the meeting.

Authorisation for the board of directors to resolve on issue of new shares, warrants or convertibles

- a. with preferential rights for the shareholders or against payment by an in kind contribution***
- b. without regard to the shareholders' preferential rights and against payment in cash or through set-off (items 15.a-15.b)***

The board of directors proposes that the AGM authorises the board of directors to resolve, on one or several occasions before the next AGM, on issue of new shares, warrants or convertibles, according to the conditions set forth in items a. and/or b. below. The resolutions on items a. and b. shall be adopted as two separate resolutions.

- a. The AGM authorises the board of directors to resolve, on one or several occasions before the next AGM, on issue of new shares, warrants or convertibles with preferential rights for the shareholders or conditional to payment by an in kind contribution. As regards to the preferential issue, the payment may be in cash or through set-off. The total number of shares that may be issued, or, as regards issue of convertibles or warrants, issued by conversion or exercise, under the authorisation of this item a) shall not be limited in any other way than by the limits for the share capital and number of shares, as set forth from time to time in the registered articles of association.
- b. The AGM authorises the board of directors to resolve, on one or several occasions before the next AGM, on issue of new shares, warrants or convertibles without regard to the shareholders' preferential rights. Shares, warrants or convertibles will be issued for cash payment or payment through set-off. The total number of shares that may be issued, or, as regards issue of convertibles or warrants, issued by conversion or exercise, under the authorisation of this item b) shall not be limited in any other way than by the limits for the share capital and number of shares, as set forth from time to time in the registered articles of association. A new issue adopted in virtue of the authorisation, shall take place at market conditions (which implies that an issue discount in line with prevailing market conditions may be granted).

Resolution regarding amendment to the Articles of Association (item 16)

The board of directors proposes that the AGM resolves to amend the Articles of Association according to the table below. Please observe that the validity of this proposition depends on the Swedish Companies Registration Office's registration of the shares that the company has issued during the spring of 2020 in connection with the company's rights issue of units.

<i>Current wording</i>	<i>Proposed wording</i>
<p>1 § Registered name</p> <p>The company's registered name is CombiGene AB. The company is public ("publ").</p>	<p>1 § Business name</p> <p>The company's business name is CombiGene AB. The company is public ("publ").</p>

<p>3 § The object of the company's business</p> <p>The object of the company's business is to develop and commercialize gene therapy for treatment of primarily neurological and psychiatric diseases as well as any other business compatible therewith.</p>	<p>3 § The object of the company's business</p> <p>The object of the company's business is to develop and commercialize gene therapy for treatment of serious diseases that today lack adequate treatment methods as well as any other business compatible therewith.</p>
<p>4 § Share capital</p> <p>The share capital shall be not less than SEK 5,000,000 and not more than SEK 20,000,000.</p>	<p>4 § Share capital</p> <p>The share capital shall be not less than SEK 10,000,000 and not more than SEK 40,000,000.</p>
<p>5 § Number of shares</p> <p>The number of shares in the company shall be not less than 50,000,000 and not more than 200,000,000.</p>	<p>5 § Number of shares</p> <p>The number of shares in the company shall be not less than 100,000,000 and not more than 400,000,000.</p>

Resolution on authorisation for the CEO to perform adjustment to the resolutions adopted by the AGM (item 17)

The board of directors proposes that the AGM authorises the CEO, or the person appointed by the CEO, to make minor adjustments and clarifications of the resolutions adopted by the AGM to the extent that such should be required for the registration and execution of the resolutions.

Special majority requirements

Resolutions on items 15.b and 16 shall only be valid if supported by shareholders representing at least two-thirds of the votes casted as well as the shares represented at the AGM.

Further information

The annual report, audit report and complete underlying documentation for the AGM will be available at the company and on the company's website at least at the time as legally required before the AGM. The documents will be sent on request to shareholders who provide their postal address. The board and the CEO shall, in the event that a shareholder requests it and the board of directors deems that such may take place without significant detriment to the company or its subsidiaries, provide information during the AGM with regard to circumstances that could influence the appraisal of an item on the agenda as well as circumstances that could influence the appraisal of the company's or a subsidiary's financial position. This obligation to provide information shall also apply to the company's relationship with its subsidiaries, as well as the consolidated accounts.

Processing of personal data

For information on how your personal data is processed, see:
<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Lund, May 2020
CombiGene AB (publ)
The board of directors