

Press Release

Abliva AB (publ), 556595-6538
08 March 2023 13:16:00 CET - Lund,
Sweden



Resolutions at the Extraordinary General Meeting in Abliva AB (publ)

Abliva AB (Nasdaq Stockholm: ABLI) ("Abliva" or the "Company") has today held an Extraordinary General Meeting. A summary of the resolutions follows.

Determination of the number of Board members, election of the Board of Directors and determination of Board Fee to the new Board Member

The EGM resolved that the number of Board members shall be six.

The EGM resolved to elect Edwin Moses as a new Board member. The Board of Directors thus consists of David Laskow-Pooley (Chair of the Board of Directors), David Bejker, Denise Goode, Jan Törnell, Roger Franklin, and Edwin Moses.

Further, it was resolved that board fee to the new Board Member Edwin Moses should be paid the same rate as other Board members, resolved at the Annual General Meeting on May 20, 2022, proportionately for the mandate period until the next Annual General Meeting.

Implementation of the Employee Stock Option Program 2023/2027 to the CEO, directed issue of warrants to subsidiary, and approval of transfer of warrants

The EGM resolved to implement the Employee Stock Option Program 2023/2027, on a directed issue of not more than 17,500,000 warrants to a wholly-owned subsidiary, and to approve the transfer of warrants in the Company.

The stock options shall be offered to the CEO of the Company without consideration.

Each stock option confers the holder a right to acquire one new share in the Company against an exercise price corresponding to 100 per cent of the volume weighted average price for the Company's shares during the period from 24 February 2023 up to and including 8 March 2023, however, not less than the fair market value of the Company's share, established by an independent valuation, at the date of the allotment of the stock option.

The holder can exercise vested stock options during the period from 1 June 2026 to 31 December 2027 in accordance with the terms for the stock options.

In order to enable the Company's delivery of shares under the Employee Stock Option Program 2023/2027, the EGM resolved on a directed issue of not more than 17,500,000 warrants of series 2023/2027:1 to a wholly-owned subsidiary of the Company, and to approve that the subsidiary may transfer warrants to the participant of the Employee Stock Option Program 2023/2027 without consideration in connection with exercise of the stock options.

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If all warrants issued within Employee Stock Option Program 2023/2027 are exercised for subscription of shares, the number of shares and votes in the Company will increase with 17,500,000 (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:1 in Abliva AB), which corresponds to a dilution of approximately 1.63 per cent of the number of shares and votes in the Company.

Implementation of the Employee Warrant Program 2023/2027 through a directed issue of warrants to subsidiary, and approval of transfer of warrants to management and other key employees of the Company or its subsidiaries

The EGM resolved to implement the Employee Warrant Program 2023/2027 through a directed issue of not more than 23,750,000 warrants of series 2023/2027:2 to a wholly-owned subsidiary, and approval of transfer of warrants in the Company.

Each warrant confers the holder a right to subscribe for one (1) new share in the Company against an exercise price corresponding to 250 per cent of the volume weighted average price for the Company's shares during the period from 24 February 2023 up to and including 8 March 2023. The subscription price shall never be less than the quota value of the share. Upon subscription of shares, the part of the subscription price that exceeds the quotient value at the time of the then outstanding shares, shall be allocated to the non-restricted share premium fund.

The warrants may be exercised by application for subscription of new shares during the period from 1 June 2027 to 31 December 2027.

The EGM resolved to approve the Board of Directors' proposal that the subsidiary may transfer warrants to management (excluding the CEO) and other key employees who have entered into an employment agreement with the Company or its subsidiaries, or in any other way dispose of the warrants in order to be able to secure the Company's commitments in relation to the Employee Warrant Program 2023/2027.

Transfer of warrants shall be offered the participants to a subscription price corresponding to a calculated market value according to the Black & Scholes formula based on a subscription price when exercising the warrants of 250 per cent of the volume-weighted average price for the Company's share from 24 February 2023 up to and including 8 March 2023, however, not less than the quotient value of the share, and accepted assumptions about e.g. volatility and risk-free interest at the time of the transfer.

If all warrants issued within Employee Warrant Program 2023/2027 are exercised for subscription of shares, the number of shares and votes in the Company will increase with 23,750,000 (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:2 in Abliva AB), which corresponds to a dilution of approximately 2.21 per cent of the number of shares and votes in the Company.

Implementation of a Warrant program for Board Member Edwin Moses

The EGM resolved to implement the Warrant program 2023/2027 for Board Member Edwin Moses through a directed issue of not more than 8,500,000 warrants.

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Each warrant confers the holder a right to subscribe for one (1) new share in the Company against an exercise price corresponding to 100 per cent of the volume weighted average price for the Company's shares during the period from 24 February 2023 up to and including 8 March 2023. The subscription price shall never be less than the quota value of the share. Upon subscription of shares, the part of the subscription price that exceeds the quotient value at the time of the then outstanding shares, shall be allocated to the nonrestricted share premium fund.

The warrants may be exercised for subscription of new shares during the time period from 1 June 2027 up to and including 31 December 2027.

If all warrants issued within Board Member Warrant Program 2023/2027 are exercised for subscription of shares, the number of shares and votes in the Company will increase with 8,500,000 (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:3 in Abliva AB), which corresponds to a dilution of approximately 0.80 per cent of the number of shares and votes in the Company.

For more information, please contact:

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Abliva – Delivering mitochondrial health

Abliva discovers and develops medicines for the treatment of mitochondrial diseases. These rare and often very severe diseases occur when the cell's energy provider, the mitochondria, do not function properly. The company has prioritized two projects. KL1333, a powerful regulator of the essential co-enzymes NAD⁺ and NADH, has entered late-stage development. NV354, an energy replacement therapy, has completed preclinical development. Abliva, based in Lund, Sweden, is listed on Nasdaq Stockholm, Sweden (ticker: ABLI).

Attachments

[Resolutions at the Extraordinary General Meeting in Abliva AB \(publ\)](#)

Abliva AB (publ) - the mitochondrial medicine company. The company is listed on Nasdaq Stockholm, Small Cap, under the ticker symbol ABLI.