

Notice of Annual General Meeting in CombiGene AB (publ)

N.B. The below is an unofficial translation of the Swedish original, in case of any discrepancies between the Swedish original and the English translation the Swedish text shall prevail.

The shareholders of CombiGene AB (publ) reg. no. 556403-3818, (the "**Company**") are hereby summoned to attend the Annual General Meeting (the "**AGM**") on 23 May 2024 at 10:00 CEST at Fredersen Advokatbyrå's premises at Birger Jarlsgatan 8, Stockholm. Registration starts at 09:30 CEST.

Right to participate

Shareholders that wish to participate in the AGM shall be registered in the share register maintained by Euroclear Sweden AB no later than on 15 Maj 2024 and shall have notified the Company of their intention to participate at the AGM no later than on 17 Maj 2024. Notice to participate shall be given in writing by e-mail to combigene@fredersen.se or by post to CombiGene AB, c/o Fredersen Advokatbyrå, Neptunigatan 82, SE-211 18 Malmö. 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).

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names in order to be entitled to participate in the AGM. Such registration, which may be temporary, must be effected no later than on 17 Maj 2024 and shareholders must, therefore, instruct their nominees well in advance thereof.

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 certificate of incorporation or a corresponding document shall be included with the notification. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the AGM. If the power of attorney and other documents of authority have not been provided in advance, these 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 of the meeting
2. Election of Chairman of the meeting
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 meeting has been duly convened
7. Statement by the CEO
8. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group
9. Resolution 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 according to the adopted balance sheet
 - c) discharge from liability for the Board members and the CEO
10. Resolution as to the number of Board members and auditors
11. Resolution on the remuneration to the Board of Directors and auditor
12. Election of Board members
13. Election of Chairman of the Board
14. Election of auditor
15. Resolution regarding principles for appointment of Nomination Committee
16. Resolution on amendments to the Articles of Association
17. Closing of the meeting

Proposals

The Nomination Committee's proposals (item 2 and 10–15)

The Nomination Committee which has consisted of Kjetil Myrliid Aasen (representing own holdings), Ivar Nordqvist (representing own holdings) and Marcus Isaksson (representing Thoren Tillväxt AB), proposes the AGM to resolve:

that attorney Filip Funk at Fredersen Advokatbyrå, or in case of impediment the person appointed by him, is elected Chairman of the AGM,

that the Board of Directors shall consist of five (previously five) Board members,

that one registered audit firm is elected as auditor of the Company,

that remuneration to the Board shall be paid with 3.6 price base amounts (previously SEK 200,000) to the Chairman of the Board and with 2.2 price base amounts (previously SEK 125,000) to each of the other Board members who do not receive salary from the Company,

that remuneration to the auditor shall be in accordance with approved invoicing,

that Jonas Ekblom, Peter Nilsson, Per Lundin, Gunilla Lundmark and Malin Almgren are re-elected as Board members for the period until the end of the next AGM,

that Jonas Ekblom is re-elected as Chairman of the Board,

that Mazars AB is re-elected as audit firm (Mazars AB has informed that the authorized auditor Anders O Persson will continue as principal auditor, if the AGM resolves in accordance with the proposal), and

that the following main principles shall apply for the appointment of the Nomination Committee ahead of the AGM 2025:

The Nomination Committee shall consist of representatives appointed by the three largest owners or co-registered owner groups as of 30 September 2024 who accept to be part of the Nomination Committee as well as the Chairman of the Board. The Chairman of the Board shall be the convener

and may participate as co-opted but shall not be a member of the Nomination Committee. If any of the three largest owners should refrain from nominating a representative to the Nomination Committee, the opportunity shall be passed on to the fourth largest owner, etc. The Chairman of the Nomination Committee shall be appointed at the first Nomination Committee meeting. The Chairman shall be the member appointed by the largest shareholder in terms of votes unless the Nomination Committee unanimously decides to appoint another member as Chairman of the Nomination Committee.

No remuneration shall be paid to the Nomination Committee by the company. However, the Nomination Committee shall have access to resources from the Company for the remuneration of recruitment agencies if such resources are needed to find suitable candidates for recruitment to the Board of Directors. Travel and accommodation costs associated with the work of the Nomination Committee shall be paid by the Company.

If a shareholder who has appointed a member of the Nomination Committee no longer belongs to the three largest shareholders, the member appointed by that shareholder shall make his or her seat available and the shareholder who has been added to the three largest shareholders shall be entitled to appoint a representative to the Nomination Committee. However, unless there are compelling reasons, there shall be no change in the composition of the Nomination Committee if there is only a marginal change in ownership or if the change occurs later than three months before the annual general meeting. However, shareholders who have been added to the three largest shareholders as a result of a significant change in ownership later than three months before the meeting shall have the right to appoint a representative who shall be entitled to participate in the work of the Nomination Committee and attend its meetings. In the event that a member leaves the Nomination Committee before its work is finalized, the shareholder who appointed the member shall appoint a new member. If this shareholder is no longer one of the three largest shareholders, a new member shall be appointed in the above order. Shareholders who have appointed a representative as a member of the Nomination Committee are entitled to dismiss such member and appoint a new representative as a member of the Nomination Committee.

Changes in the composition of the Nomination Committee shall be published immediately. The Nomination Committee's tenure runs until a new Nomination Committee is appointed. The Nomination Committee shall fulfil the duties of the Nomination Committee in accordance with the Swedish Code of Corporate Governance.

Shareholders' proposals (item 10 and 12)

The shareholder Orphazyme A/S proposes the AGM to resolve:
that the Board of Directors shall consist of six (previously five) Board members, and
that Jonas Ekblom, Peter Nilsson, Per Lundin, Gunilla Lundmark and Malin Almgren are re-elected, and that Marcus Isaksson is elected, as Board members for the period until the end of the next AGM.

Marcus Isaksson (born 1972), who is proposed for election to the Board of Directors, has an academic background in business administration, with a focus on finance from Stockholm

University. He has over 25 years of diverse experience in the banking and venture capital sectors, spanning from working with large, listed companies at Nordea to startups through his role at Partnerinvest. From 2010 to 2016, Marcus served as an investment manager at Partnerinvest, specializing in investments, fundraising, and divestitures in owner-led startups across various industries.

Marcus is a partner and co-owner at Thoren Tillväxt AB. He has since 2019 served as an independent external Chairman of the Board at the family-owned company, NELAB Invest AB, and a Board member at Ledyer AB. Marcus has held several board positions, including being a Board member at Tanomed AB (acquired by Karo Bio AB), and Evosport AB (acquired by WeSports Scandinavia AB).

Marcus owns (directly and through affiliated companies) 494,894 shares in CombiGene AB.

Marcus is independent in relation to the Company and its senior management but not in relation to major shareholders.

The Board's proposals

Allocation of the company's profit or loss (item 9b)

The Board of Directors proposes that no dividend for the financial year 2023 is to be paid.

Resolution on amendments to the Articles of Association (item 16)

The Board of Directors proposes that the general meeting resolves to amend the Company's Articles of Association as follows.

It is proposed that the object of the Company's business is changed to better reflect the Company's current business. Thus, 3 § of the Articles of Association will have the following wording:

"The company shall carry out research, development and commercialization of gene, peptide and other treatments for serious diseases, and related activities."

Furthermore, it is proposed to introduce a new 9 § which stipulates that the Board of Directors may collect proxies in accordance with the procedure set out in the Swedish Companies Act, that the Board of Directors before a general meeting may resolve that the shareholders shall be able to exercise their voting rights by voting by post, and that the general meeting may be held digitally. Consequently, 9 § of the Articles of Association will have the following wording:

"The board of directors may collect proxies at the company's expense in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Swedish Companies Act. The board of directors may also, prior to a general meeting, resolve that the shareholders shall be able to exercise their voting rights by post in accordance with the procedure set out in Chapter 7, Section 4a, second paragraph of the Swedish Companies Act. In addition, the Board may, in accordance with what is stated in Chapter 7, Section 15, first paragraph of the Swedish Companies Act, resolve that the general meeting shall be held digitally."

As a result of the new paragraph, the heading of the paragraph in question is also changed, as is the numbering of subsequent paragraphs in the Articles of Association.

Finally, it is proposed that the Board or the person appointed by the Board be authorized to make the minor adjustments to this resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirements

Resolution in accordance with item 16 above require approval of at least two thirds of the shares represented and votes cast at the AGM.

Further information

As per the date of the issue of this notice, the total number of shares and votes in the Company are 19,801,197. The Company does not hold any own shares.

The annual report, audit report, proxy forms, and other documents to be made available in accordance with the Swedish Companies Act will be made available by the Company and at the Company's website within the statutory time before the AGM. The documents will be sent to shareholders who request it and who provide their postal address.

The shareholders are reminded of their right of information according to Chapter 7, Section 32 of the Swedish Companies Act.

The Company has its registered office in Stockholm.

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>

Stockholm, April 2024

CombiGene AB (publ)

The Board of Directors

Contacts

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About CombiGene

CombiGene's vision is to provide patients affected by severe diseases with the prospect of a better life through gene therapy and other forms of advanced treatments.

Our business has three focus areas: sourcing of new and promising assets, development of these assets to proof of concept under our management and expertise, and outlicensing of the assets to a strategic partner for continued development and commercialization. Revenue is achieved through milestone payments and royalties.

The company is public and listed on the Swedish marketplace Nasdaq First North Growth Market and the company's Certified Advisor is FNCA Sweden AB.

Please read *Ingeneious*, a newsletter from CombiGene which contains general news and information that is judged not to have a significant effect on the share price. *Ingeneious* and press releases are available at www.combigene.com

Attachments

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