

## PRESS RELEASE

Lund, Sweden, April 11, 2022

# Notice to Annual General Meeting of Spago Nanomedical AB (publ)

The shareholders of Spago Nanomedical AB (publ), corporate registration number 556574-5048 are hereby summoned to the Annual General Meeting on Wednesday May 18, 2022, at 4.00 p.m. CEST in the premises of Advokatfirman Cederquist at Hovslagargatan 3 in Stockholm.

### Right to attend

Shareholders wishing to attend the Annual General Meeting shall:

*be* registered in the share register kept by Euroclear Sweden AB on Tuesday May 10, 2022,

*and* give notice of their intention to attend the Annual General Meeting of Spago Nanomedical no later than Thursday May 12, 2022. Notice of attendance may be given:

- by e-mail to [ursula.sorqvist@cederquist.se](mailto:ursula.sorqvist@cederquist.se),
- by mail to Advokatfirman Cederquist, P.O. Box 1670, SE-111 96 Stockholm, Sweden, Att: Ursula Sörqvist (mark the envelope with "Spago Nanomedical AB, AGM 2022"), or by phone +46 (0)8 522 065 34 between 9.00 a.m. and 4.00 p.m CEST.

When giving notice of attendance, the shareholders shall state their name, address, daytime telephone number, personal identification number or company registration number and any assistants who shall participate (but not more than two).

### Nominee-registered shares

Shareholders whose shares are nominee-registered must, to be entitled to exercise their voting rights and attend the Annual General Meeting, temporarily register such shares in their own names in the share register kept by Euroclear Sweden (so called voting right registration). The shareholders' register as of the record date, Tuesday May 10, 2022, will consider voting right registrations made no later than the second banking day after May 10, 2022. This means that shareholders should notify their nominee in this matter well in advance of this date.

### Proxy etc.

Shareholders who wish to participate through a proxy representative should send power of attorneys, certificates of incorporation and other authorisation documents to Spago Nanomedical to the above address well in advance of the Annual General Meeting. Such original power of attorney shall be brought to the Annual General Meeting. A proxy form is available on the company's website, [www.spagonanomedical.se](http://www.spagonanomedical.se).

### Personal data processing

In connection with the notice of attendance the company will process the personal data regarding shareholders that has been requested in accordance with the above. The personal data collected from the share register, notice of attendance at the Annual General Meeting and information on proxies and assistants will be used for registration, preparation of the voting list and, where applicable, minutes of the Annual General Meeting. The personal data will only be used for the Annual General Meeting. For further information on how your personal data is

processed by the company and your rights, please see the company's website, [www.spagonanomedical.se](http://www.spagonanomedical.se).

## Proposed agenda

1. Opening of the Annual General Meeting.
2. Election of chairman of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Election of one or two persons to verify the minutes.
5. Approval of the agenda.
6. Determination of whether the meeting has been duly convened.
7. Presentation of the annual report and the auditor's report.
8. Presentation by the CEO.
9. Resolutions on
  - a. adoption of the income statement and balance sheet.
  - b. dispositions regarding the company's earnings in accordance with the adopted balance sheet.
  - c. discharge from liability for the directors of the board and the CEO for the financial year 2021.
10. Determination of the number of directors and deputy directors of the board.
11. Determination of remuneration to the directors of the board and the auditors.
12. Election of directors and chairman of the board of directors.
13. Election of auditor.
14. Resolution on adopting instructions to the nomination committee.
15. Resolution on amendments to the articles of association.
16. Resolution on authorisation for the board of directors to resolve to issue new shares.
17. Closing of the Annual General Meeting.

## Proposed resolutions

### *Item 2. Election of chairman of the Annual General Meeting*

The nomination committee proposes that Tone Myhre-Jensen, member of the Swedish Bar Association, is elected chairman of the Annual General Meeting, or, if she should be unable to attend the meeting, the person appointed by the nomination committee.

### *Item 9. b) Resolution on dispositions regarding the company's earnings in accordance with the adopted balance sheet*

The board of directors proposes that accumulated funds of KSEK 59,211, of which KSEK -39,071 are the results for the year, be transferred to new accounts.

### *Item 10. Determination of the number of directors and deputy directors of the board*

The nomination committee proposes that the board of directors, for the period until the end of the next Annual General Meeting, shall consist of five directors with no deputies.

### *Item 11. Determination of remuneration to the directors of the board and the auditors*

For the period until the end of the next Annual General Meeting, the nomination committee proposes that remuneration of SEK 200,000 (unchanged) shall be paid to the chairman of the board of directors and SEK 95,000 (unchanged) shall be paid to each of the other directors of the board.

The nomination committee proposes that remuneration to the auditor shall be paid in accordance with approved invoices.

*Item 12. Election of directors and chairman of the board of directors*

For the period until the end of the next Annual General Meeting, the nomination committee proposes that Peter Leander, Sten Nilsson, Kari Grønås, Eugen Steiner and Nicklas Westerholm shall be re-elected as directors of the board.

The nomination committee proposes that Eugen Steiner shall be re-elected as chairman of the board of directors.

Further information about the proposed directors is available on the company's website, [www.spagonanomedical.se](http://www.spagonanomedical.se).

*Item 13. Election of auditor*

The nomination committee proposes that the registered accounting firm BDO Mälardalen AB is re-elected as auditor for the period until the end of the next Annual General Meeting. BDO Mälardalen AB has informed the nomination committee that if re-elected, Jörgen Lövgren, authorised public accountant, will continue to be the auditor in charge.

*Item 14. Resolution on adopting instructions to the nomination committee*

The nomination committee proposes that the Annual General Meeting resolves to adopt the following instructions for the nomination committee, to apply until the General Meeting decides otherwise.

The nomination committee shall prepare proposals in the following matters to be submitted to the Annual General Meeting for resolutions:

- a. proposal for chairman of the meeting
- b. proposal for number of directors and deputy directors of the board
- c. proposal for directors and any deputy directors of the board
- d. proposal for chairman of the board of directors
- e. proposal for remuneration and other fees for board assignments to each of the board members and remuneration for committee work
- f. proposal for auditor (if applicable)
- g. proposal for fees for the auditor of the company, and
- h. proposal for instructions for the nomination committee's work and composition

The nomination committee shall consist of at least three members and be formed in consultation with the largest shareholders of the company as per September 30th and who wish to appoint a member. It is the responsibility of the chairman of the board of directors to convene the nomination committee for its first meeting and to be available, when necessary, in the nomination committee's work. The chairman of the board of directors shall not be a member of the nomination committee. The nomination committee shall appoint a chairman for the nomination committee at its first meeting.

The nomination committee is appointed for a period from the time it is formed until the next nomination committee is formed. If a member leaves its assignment prematurely, the nomination committee may appoint a new member. Provided that the shareholder who appointed the resigned member is still one of the largest shareholders in the company, the shareholder shall be asked to appoint a new member. If this shareholder refrains from appointing a new member, the nomination committee may ask the next shareholder in order of size of shareholding who has not previously appointed a member of the nomination committee.

The chairman of the nomination committee shall, however, continue to contact shareholders next in turn if necessary for the nomination committee to consist of three members. If the ownership structure of the company changes, the nomination committee may choose to change its composition so that the nomination committee reflects the ownership structure of the company in an appropriate manner. However, the total number of members may never exceed five. Even if there are changes in the company's ownership structure, no changes need to be made in the composition of the nomination committee in the event of minor changes or if a change occurs less than three months before the Annual General Meeting, unless it is motivated due to special circumstances.

Remuneration shall only be paid for costs attributable to contracting recruitment consultants in connection with the nomination committee's work and other potential direct costs that are necessary for the nomination committee to be able to fulfil its work. No remuneration shall be paid to the members of the nomination committee.

The nomination committee shall annually evaluate these instructions and, if necessary, propose changes to the Annual General Meeting. These instructions shall apply until the Annual General Meeting decides otherwise.

*Item 15. Resolution on amendments to the articles of association*

The board of directors proposes that the Annual General Meeting resolves to change the articles of association's (i) § 4 so that the limits for the company's share capital are adjusted, and (ii) § 5 so that the limits for the number of shares are adjusted. §§ 4 and 5 of the articles of association will then have the following wordings:

**§ 4 Share capital**

The share capital shall amount to a minimum of SEK 40,000,000 and a maximum of SEK 160,000,000.

**§ 5 Number of shares**

The number of shares may not be fewer than 40,000,000 and not exceed 160,000,000.

*Item 16. Resolution on authorisation for the board of directors to resolve to issue new shares*

The board of directors proposes that the General Meeting resolves on authorisation for the board of directors to resolve to issue new shares in accordance with the following.

The board of directors is authorised to, on one or several occasions before the next Annual General Meeting, resolve to issue new shares. Such issues of new shares may be made with or without deviation from the shareholders' preferential rights. By resolutions based on the authorisation to issue new shares, issues of shares without deviation from the shareholders' preferential rights may be made up to, in total, as many shares as falls within the limits of the articles of association at the time of exercise of the authorisation. By resolutions based on the authorisation to issue new shares, issues of shares with deviation from the shareholders' preferential rights may be made up to, in total, the number of shares corresponding to twenty (20) percent of the total number of outstanding shares in the company at the time of exercise of the authorisation the first time. The authorisation shall include the right to resolve on issues where payment is made in cash, by contribution in kind or by way of set-off. A cash issue or issue by way of set-off that is made with deviation from the shareholders' preferential rights shall be in line with market terms.

The purpose of the authorisation and the reasons for potential deviations from the shareholders' preferential rights are that issues shall be able to be made in order to enable capital raisings if market conditions would be deemed appropriate and/or to broaden the ownership base of Spago Nanomedical by offering financial and industrial investors to invest in the company.

## **Other information**

### *Majority requirements*

The resolutions of the Annual General Meeting pursuant to items 15 and 16 above require that the resolutions are supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

### *Number of shares*

Spago Nanomedical has a total of 41,182,287 shares with one vote each, thus a total of 41,182,287 votes.

### *Shareholders' right to receive information*

Shareholders have the right to, if the board of directors believes that it can be done without significant damage to the company, receive information from the board of directors and the CEO regarding circumstances that may affect the assessment of a matter on the agenda or the company's financial situation. Shareholders who wish to submit questions in advance of the Annual General Meeting can do so in writing to Spago Nanomedical AB (publ), c/o Advokatfirman Cederquist, P.O. Box 1670, SE-111 96 Stockholm, Sweden, Att: Ursula Sörqvist (mark the envelope with "Spago Nanomedical AB (publ), AGM 2022") or by sending an e-mail to [ursula.sorqvist@cederquist.se](mailto:ursula.sorqvist@cederquist.se) (state "Spago Nanomedical AB (publ), AGM 2022" as the subject).

### *Documents*

Proxy forms, information regarding proposed board members, proposed new articles of association, accounting documents and auditor's report are available at Spago Nanomedical no later than from April 27, 2022, and on the company's website [www.spagonanomedical.se](http://www.spagonanomedical.se), and will also be sent free of charge to shareholders who so requests and states their postal or e-mail address. The documents are available at the Annual General Meeting.

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Lund, April 2022

**Spago Nanomedical AB (publ)**

*The board of directors*

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For further information, please contact Mats Hansen, CEO Spago Nanomedical AB, +46 46 811 88, [mats.hansen@spagonanomedical.se](mailto:mats.hansen@spagonanomedical.se)

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*Spago Nanomedical AB is a Swedish nanomedicines company in clinical development phase. The company's development projects are based on a platform of polymeric materials with unique properties for more precise diagnosis and treatment of solid tumors. Spago Nanomedical's share is listed on Nasdaq First North Growth Market (ticker: SPAGO). For further information, see [www.spagonanomedical.se](http://www.spagonanomedical.se).*

*FNCA Sweden AB is the Certified Adviser of the company, +46 8 528 00 399, [info@fnca.se](mailto:info@fnca.se).*

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