

NOTICE OF ANNUAL GENERAL MEETING IN MAGLE CHEMOSWED HOLDING AB (PUBL)

The shareholders of Magle Chemoswed Holding AB (publ), Org No. 556913-4710, ("Company") are invited to the Annual General Meeting (AGM) on Wednesday, April 26, 2023, at 10:00 CET at the Company's premises at Agneslundsvägen 27, 212 15 Malmö, Sweden. The registration starts at 09:30 CET.

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 18, 2023; and

(ii) No later than Friday, April 21, 2023, give notice of participation to the Company either by post sent to Agneslundsvägen 27, 212 15 Malmö, Sweden or via e-mail to 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(s) (maximum two assistants), 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. 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 25 April 2023.

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 18, 2023. 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 18, 2023, 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. Determination as to whether the 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 of the members of the Board of Directors and the managing director from liability
9. Determination of the number of members of the Board of Directors and the number of auditors.
10. Determination of Directors' and auditor(s)' fees.
11. Election of the members of the Board and auditor.
12. Resolution on the issue authorisation for the Board of Directors.
13. 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 5: Election of one or two person(s) to verify the minutes

Megi Medzmariashvili, in-house legal counsel at the Company, is proposed as the person to verify the minutes, or if Megi Medzmariashvili is prevented, the person assigned by the Board of Directors.

Item 8 (a): Adoption of the income statement and balance sheet, and consolidated income statement and consolidated balance sheet

The Board of Directors has approved and now proposes to the shareholders to approve as presented the Company's income statement and balance sheet and the consolidated income statement and consolidated balance sheet.

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

The Board of Directors proposes to the Annual General Meeting to dispose of the Company's results according to the Board's proposal in the annual report. The Board also proposes that no dividend should be paid for the financial year 2022.

Item 8 (c): discharge of the members of the Board of Directors and the managing director from liability

It is proposed that the members of the Board and the Chief Executive Officer are discharged from liability in respect of their management of the Company's business during the financial year 2022.

Item 9: Determination of the number of members of the Board of Directors and the number of auditors:

It is proposed that the number of Directors appointed by the general meeting consists of six (6) Directors and no deputy director should be appointed by the general meeting; It is proposed that one auditor and no deputy auditor should be appointed.

Item 10: Determination of Directors' and auditors' fees:

It is proposed that remuneration for the Board members appointed by the shareholders' meeting that are not employed by the group shall amount to 100 000 SEK for the time until the end of the next annual shareholders' meeting, whereof the chairman of the board shall receive 200 000 SEK. The committee members shall receive 25 000 SEK in addition.

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

Item 11: Election of the members of the Board and auditor:

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

Item 12: Resolution on issue authorisation for the Board of Directors

The Board of Directors proposes that the general meeting authorizes the Board of Directors to, on one or more occasions during the period until the next annual general meeting and within the limits of the articles of association, decide to increase the company's share capital through a new issue of shares, warrants and/or convertibles. The Board of Directors shall be able to decide on the issue of shares, warrants and/or convertibles with or without a deviation from the shareholders' pre-emptive rights and/or with provisions for in-kind, set-off, or otherwise with conditions according to Chapter 2, Section 5 second paragraph 1–3 and 5 of the Swedish Companies Act.

Issuance in accordance with this authorization must take place 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 why the Board of Directors should be able to decide on an issue with deviation from the shareholder's pre-emptive right and/or with a provision for issue in kind and set-off or otherwise with conditions as above 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 decision that may be necessary in connection with registration at the Swedish Companies Registration Office and at Euroclear Sweden

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

OTHER INFORMATION

The 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. Shareholders who wish to submit questions in advance may do so by sending them either by post to Magle Chemoswed Holding AB (publ), Agneslundsvägen 27, 212 15, Malmö, Sweden, or via e-mail at stamman@maglechemoswed.com

Available documentation and proxy forms

The complete documentation for the meeting will be made available at the Company and at www.maglegroup.com before the meeting 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 on Euroclear's webpage.

Magle Chemoswed Holding AB (publ)'s corporate registration number is 556913-4710 and its registered office is in Malmö, Sweden.

Malmö, March 2023

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

Contacts

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About Us

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 and <https://maglegroup.com/> and www.maglepharmacept.com

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

Attachments

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