

Communiqué from the Annual General Meeting of Chordate Medical Holding AB (publ)

The Annual General Meeting of Chordate Medical Holding AB (publ) was held on May 15, 2024. The following decisions were made at the Annual General Meeting.

Income statements and balance sheets

The Annual General Meeting adopted the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet for the financial year 2023.

Dividend

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, that no dividend shall be distributed for the financial year 2023 and that the company's result shall be carried forward in the new accounts.

Discharge from liability

The members of the Board of Directors and the CEO were discharged from liability for the administration of the company during the financial year 2023.

Election of members of the Board of Directors

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, that the Board of Directors, for the period running up until the end of the next Annual General Meeting, shall be composed of five board members with no deputy board members.

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, on the re-election of the board members Henrik Rammer, Tommy Hedberg, Caroline Lundgren Brandberg, Gunilla Lundmark and Otto Skolling for the period running up until the end of the next Annual General Meeting. Otto Skolling was elected Chairman of the Board of Directors for the period running up until the end of the next Annual General Meeting.

Election of auditor

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, that one registered accounting firm shall be elected as auditor for the period running up until the end of the next Annual General Meeting.

The Annual General Meeting re-elected, in accordance with the nomination committee's proposal, the auditing firm Öhrlings PricewaterhouseCoopers AB as auditor for the period running up until the end of the next Annual General Meeting. The Authorized Public Accountant, Henrik Boman, will be the responsible auditor.

Fees to the board of directors and the auditor

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, that fees to the board of directors, for the period up until the end of the next annual general meeting, shall amount to a total of SEK 580,000 with the following distribution: SEK 180,000 to the chairman of the board of directors and SEK 100,000 to each of the other members of the board of directors who are not employed by the company.

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, that the fee to the auditor, for the period up to the end of the next annual general meeting, shall be paid as incurred on approved accounts.

Guidelines for appointing the nomination committee

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, that the nomination committee shall consist of the four largest shareholders namely HAWOC Investment AB, Sifonen, Isak Brandberg AB with closely related persons, and Tommy Hedberg with closely related persons. The term of the nomination committee shall run until a new nomination committee has been appointed.

Amendment to the articles of association with respect to the share capital

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, on an amendment to the articles of association in order to enable the reduction of the share capital. The amendment of the articles of association entail that the limits of share capital are changed from that the share capital shall not be less than SEK 55,000,000 and not more than SEK 220,000,000 to that the share capital shall not be less than SEK 9,000,000 and not more than SEK 36,000,000.

Reduction of the share capital

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, on a reduction of the share capital. The share capital shall be reduced by SEK 48,808,786.50. The reduction of the share capital shall be carried out without withdrawal of shares, and the amount from the reduction shall be allocated to unrestricted equity. The reduction is implemented for the purpose of reducing the quota value of the shares from SEK 0.12 per share to SEK 0.02 per share. Following the reduction, the company's share capital will amount to SEK 9,761,757.30, divided into a total of 488,087,865 shares (before the issue of shares in accordance with the below and the consolidation of shares in accordance with the below).

Directed issue of shares (equalization issue)

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, on an issue of shares, with deviation from the shareholders' preferential rights, in order to achieve a number of shares in the company that is evenly divisible by five-hundred (500), in order to enable the consolidation of shares in accordance with the below and to contribute shares to the shareholders whose number of shares is not evenly divisible by five-hundred (500).

Through the share issue, the company's share capital is increased by not more than SEK 40,472.70 through the issue of not more than 2,023,635 new shares, each with a quota value of SEK 0.02 (after the completion of the reduction set out above). The right to subscribe for the new shares shall vest with Vator Securities AB. The reasons for the deviation from the shareholders' preferential rights is to ensure that the total number of shares in the company is evenly divisible by five-hundred (500) and that the relevant shares can be allotted to shareholders whose shareholding are not evenly divisible by five-hundred (500).

A subscription price of SEK 0.02 shall be paid for each new share. The subscription price corresponds to the shares' quota value (after the completion of the reduction set out above). Subscription for shares shall be made not later than three (3) days following the general meeting's resolution. Payment shall be made not later than five (5) days following the general meeting's resolution. The board of directors shall have the right to extend the subscription period and the time for payment.

Amendment to the articles of association with respect to the number of shares

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, on an amendment to the articles of association in order to enable the consolidation of shares. The amendment of the articles of association entail that the limits regarding the number of shares are changed from that the number of shares in the company shall not be less than 450,000,000 and not more than 1,800,000,000 to that the number of shares in the company shall not be less than 900,000 and not more than 3,600,000.

Consolidation of shares

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, on a consolidation of the company's shares, whereby the number of shares in the company is reduced by combining five-hundred (500) shares into one (1) share, in order to achieve a suitable number of shares in the company. The annual general meeting authorized the board of directors to determine the record date for the consolidation.

If a shareholder's shareholding does not correspond to a full number of new shares, i.e., is not evenly divisible by five-hundred (500), such shareholder will receive as many shares as necessary free of charge (1-499) that their shareholding, after adding the shares provided, becomes evenly divisible by five-hundred (500), so-called rounding up.

Further information on the procedure for the consolidation will be announced in connection with the board of directors resolving on the record date.

Authorization for the board of directors to resolve on issuances

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, to authorize the board of directors, on one or more occasions, until the next annual general meeting, with or without preferential rights for the shareholders, to resolve upon issue of shares, convertibles and/or warrants. Such new issue resolutions may include provisions of payment in cash and/or payment by way of contribution of non-cash consideration or by set-off of a claim or

that subscription shall be subject to other conditions. The terms and conditions for the issue shall be customary to market practice with the possibility to a customary issue discount and shares, warrants and/or convertibles may be issued up to a volume corresponding to in total not more than one-third (1/3) of the shares outstanding in the company at any given time.

Amendment of the articles of association

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, on an amendment of the articles of association in order to enable the board of directors to adopt a resolution that a general meeting shall be held digitally.

For more information, please contact:

Anders Weilandt, CEO
anders.weilandt@chordate.com
Cell: +46 733-874277

About Chordate

Chordate Medical Holding AB (publ) is a medical technology company that has developed, patented and CE-marked Ozilia® Migraine (formerly K.O.S), a neuromodulation and drug-free treatment technology for chronic migraine and chronic rhinitis. The treatment has clinically proven efficacy according to a recent study, and is marketed in selected markets in the EU and the Middle East. Chordate Medical is listed on Nasdaq First North Growth Market Stockholm (ticker: CMH). Read more at www.chordate.com

The company's Certified Adviser on Nasdaq First North Growth Market Stockholm is Vator Securities AB.

N.B. The English text is an in-house translation of the original Swedish text. Should there be any disparities between the Swedish and the English text, the Swedish text shall prevail.

Attachments

[Communiqué from the Annual General Meeting of Chordate Medical Holding AB \(publ\)](#)