

Notice to the Annual General Meeting in Chordate Medical Holding AB (publ)

The shareholders in Chordate Medical Holding AB (publ), 556962-6319, are hereby given notice of the annual general meeting to be held on Wednesday 15 May 2024, at 15:00 at the company's premises, Regus, Kistagången 20 B in Kista, Sweden.

Registration and notification

Shareholders who wish to participate at the general meeting must

- be recorded in the share register kept by Euroclear Sweden AB on Monday 6 May 2024, and
- give notice of their intention to participate at the general meeting no later than Wednesday 8 May 2024 by post to Chordate Medical Holding AB (publ), c/o Regus, Kistagången 20 B, 164 40 Kista (please mark the envelope "AGM Chordate"), by telephone to 08-400 115 46 or by e-mail to niklas.lindecrantz@chordate.com.

For shareholders who have their shares registered through a bank or other nominee, the following applies in order to be entitled to participate in the general meeting. In addition to giving notice of participation to the general meeting, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 6 May 2024. Such registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee's routines, request that the nominee makes such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than on 8 May 2024, will be taken into account in the preparation of the share register.

Power of attorney

If a shareholder wishes to attend the general meeting by proxy, a written and dated power of attorney signed by the shareholder in original copy must be sent by post to Chordate Medical Holding AB (publ), c/o Regus, Kistagången 20 B, 164 40 Kista. A proxy form is available on the company's website www.chordate.com. If the shareholder is a legal person, a certificate of registration or other authorization document must be attached to the form.

Agenda for the general meeting

1. Opening of the general meeting
2. Election of chairman at the general meeting
3. Preparation and approval of the voting list
4. Election of one or two persons who shall approve the minutes of the general meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report as well as the consolidated financial statement and the auditor's report for the group as well as presentation by the chairman of the board of directors and by the CEO
8. Resolution on

- a. the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - b. the dispositions in respect of the company's profit and loss pursuant to the adopted balance sheet
 - c. discharge from liability of the directors and the CEO
9. Determination of the number of directors, deputy directors, auditors and deputy auditors
 10. Determination of the fees to the board of directors and the auditor
 11. Election of the board of directors and auditors
 12. Resolution on guidelines for appointing the nomination committee
 13. Proposal on resolution on
 - a. amendment to the articles of association with respect to the share capital
 - b. reduction of the share capital
 - c. directed issue of shares (equalization issue)
 - d. amendment to the articles of association with respect to the number of shares
 - e. consolidation of shares
 14. Proposal on an authorization for the board of directors to resolve on issuances
 15. Proposal on resolution to amend the articles of association
 16. Closing of the meeting

Proposed resolutions

Item 2 - Election of chairman at the general meeting

The nomination committee proposes that attorney Niklas Larsson, CMS Wistrand, or the person proposed by the board of directors if he has an impediment to attend, is elected chairman of the annual general meeting and that attorney Sebastian Petersen, CMS Wistrand, or the person proposed by the board of directors if he has an impediment to attend, is elected keeper of the minutes of the annual general meeting.

Item 8 b – Resolution on the dispositions in respect of the company's profit and loss pursuant to the adopted balance sheet

The board of directors proposes 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.

Item 9 - Determination of the number of directors, deputy directors, auditors and deputy auditors

The nomination committee proposes that the board of directors, for the period up to the end of the next annual general meeting, shall be composed of five directors with no deputy directors and that one registered accounting firm is elected as auditor.

Item 10 - Determination of the fees to the board of directors and the auditor

The nomination committee proposes that fees to the board of directors, for the period up to 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 nomination committee proposes 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.

Item 11 - Election of the board of directors and auditors

The nomination committee proposes re-election of the members of the board of directors Henrik Rammer, Tommy Hedberg, Caroline Lundgren Brandberg, Gunilla Lundmark and Otto Skolling for the period up to until the end of the next annual general meeting.

Furthermore, the nomination committee proposes the election of Otto Skolling as a new chairman of the board of directors for the period up to the end of the next annual general meeting.

Furthermore, the nomination committee proposes re-election of Öhrlings PricewaterhouseCoopers AB as auditor for the period up to the end of the next annual general meeting. Öhrlings PricewaterhouseCoopers AB has announced that the authorized public accountant, Henrik Boman, will be the responsible auditor.

Item 12 - Guidelines for appointing the nomination committee

It is proposed that the annual general meeting resolves that the nomination committee should continue to consist of the four largest shareholders at the time of the notice, namely HAWOC Investment AB, Sifonen, Isak Brandberg AB with closely related persons, and Tommy Hedberg with closely related persons. In the event that a member of the nomination committee resigns, is prevented from performing his/her duties, or if the owner who appointed the member offers their place, the remaining members of the nomination committee shall, if they so decide, among the company's shareholders, appoint a suitable replacement to the nomination committee for the remaining term. In the event that someone acquires shares in the company to such an extent that they become one of the four largest owners of the company, the nomination committee may decide to invite a representative for this shareholder as an additional member of the nomination committee.

The term of the nomination committee shall run until a new nomination committee has been appointed. The company is responsible for costs associated with the performance of the nomination committee's duties. Members of the nomination committee do not receive any remuneration from the company.

The nomination committee's duties shall include evaluating the composition and work of the board of directors and submitting proposals to the annual meeting regarding:

- Chairman of the annual general meeting
- The number and nominations of members of the board of directors to be elected by general meeting
- The chairman of the board of directors
- Remuneration to board members not employed by the company
- If applicable, nomination of auditor and auditor's fees
- If applicable, guidelines for the appointment of members of the nomination committee and the duties of the nomination committee.

Item 13 – Proposal regarding resolution on a) amendment to the articles of association with respect to the share capital, b) reduction of the share capital c) directed issue of shares (equalization issue), d) amendment to the articles of association with respect to the number of shares, and e) consolidation of shares.

The board of directors proposes that the general meeting resolves on a) amendment to the articles of association with respect to the share capital, b) reduction of the share capital c) directed issue of shares (equalization issue), d) amendment to the articles of association with respect to the number of shares, and e) consolidation of shares. The proposals should be considered as a single proposal and therefore be adopted by the shareholders' meeting as one and the same resolution.

Item 13 a) – Amendment to the articles of association with respect to the share capital (step 1)

In order to enable the reduction of the share capital as set out in item b) below, the board of directors proposes that the general meeting resolves on an amendment to the articles of association with respect to the limits of share capital (4 §) from "The share capital shall not be less than SEK 55,000,000 and not more than SEK 220,000,000" to "The share capital shall not be less than SEK 9,000,000 and not more than SEK 36,000,000".

Item 13 b) – Reduction of the share capital

The board of directors proposes that the general meeting resolves on a reduction of the share capital on the following terms and conditions.

The 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 proposed issue of shares according to item c) below and the proposed consolidation of shares according to item e) below).

The reduction of the share capital requires an amendment to the articles of association.

Item 13 c) – Directed issue of shares (equalization issue)

In order to achieve a number of shares in the company that is evenly divisible by five-hundred (500), which enables the consolidation of shares in accordance with item e) below and to contribute shares to the shareholders whose number of shares is not evenly divisible by five-hundred (500), the board of directors proposes that the general meeting resolves on an issue of shares with deviation from the shareholders' preferential rights. The resolution shall otherwise be governed by the following terms and conditions.

Through the share issue, the company's share capital shall be increased by not more than SEK 40,472.70 through a new 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 as set out in b) above).

The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, 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 so that the relevant shares are 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 as set out in b) above).

Subscription for shares shall be made on a subscription list provided by the company not later than three (3) days following the general meeting's resolution. Payment shall be made to an account designated by the company 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.

The new shares shall entitle to dividends for the first time on the record date for dividend occurring after the shares have been registered with the Swedish Companies Registration Office and entered into the share register kept by Euroclear Sweden AB.

Item 13 d) – Amendment to the articles of association with respect to the number of shares (step 2)

In order to enable the consolidation of shares as set out in item e) below, the board of directors proposes that the general meeting resolves on an amendment to the articles of association whereby the limits regarding the number of shares (4 §) are changed from "The number of shares in the company shall not be less than 450,000,000 and not more than 1,800,000,000" to "The number of shares in the company shall not be less than 900,000 and not more than 3,600,000".

Item 13 e) – Consolidation of shares

In order to achieve a suitable number of shares in the company, the board of directors proposes that the general meeting resolves upon a consolidation of the company's shares in relation 1:500 (after the completion of the equalization issue as set out in c) above), whereby the number of shares in the company is reduced by combining five-hundred (500) shares into one (1) share. The board of directors shall be authorized to determine the record date for the consolidation (to occur after the resolution has been registered with the Swedish Companies Registration Office) and to take all other measures required for implementing 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.

General aspects regarding the proposal

The board of directors, or a person appointed by the board of directors, shall be authorized to make any minor adjustments required to register the resolutions with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the meeting.

The resolution under item c) above is conditional upon that the resolutions under items a) – b) above are registered with the Swedish Companies Registration Office, and the resolutions under items d) – e) above are conditional upon that the resolution under item c) above is registered with the Swedish Companies Registration Office.

Item 14 – Proposal regarding authorization for the board of directors to resolve on issuances

The board of directors proposes that the general meeting authorizes 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.

The board of directors, or a person appointed by the board of directors, shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the meeting.

Item 15 - Proposal on resolution to amend the articles of association

In order to enable the board of directors to adopt a resolution that a general meeting shall be held digitally, the board of directors proposes that the general meeting resolves that the current § 8 become § 9, that the current § 9 become § 10 and that the current § 10 become § 11 and that a new § 8 "General Meeting" is introduced as follows: "The board of directors may adopt a resolution that a general meeting shall be held digitally".

The board of directors, or a person appointed by the board of directors, shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the meeting.

Miscellaneous

The board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the company, provide information on matters that may affect the assessment of an item on the agenda and conditions that may affect the assessment of the company's financial situation.

Copies of the annual financial report and the auditor's report will be available at the company's website, www.chordate.com, no later than two weeks prior to the general meeting. Copies of such documentation will be sent to shareholders who so requests and provides its address.

The total number of shares and votes of the company as per the date of this notice amounts to 488,087,865.

For the processing of personal data, please refer to the privacy policy available at the following link: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

N.B The English text is an unofficial translation. In case of any discrepancies the Swedish version of the text shall prevail.

Chordate Medical Holding AB (publ)
the board of directors