

Notice Convening the Annual General Meeting of Nanologica AB (publ)

The shareholders of Nanologica AB (publ), org.nr 556664-5023 (the "Company") are hereby summoned to the Annual General Meeting on Thursday 16 May 2024, at 12.00 CET, at Redeye's premises at Mäster Samuelsgatan 42, Stockholm.

English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.

Right to attend the meeting

Shareholders who wish to participate in the Annual General Meeting must:

- be registered in their own name in the share register maintained by Euroclear Sweden AB on Tuesday 7 May 2024,
- notify the Company of its participation no later than Monday 13 May 2024, at the address Forskargatan 20 G, 151 36 Södertälje stating "Annual General Meeting" or via info@nanologica.com.

Nominee registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to exercise their voting rights and participate in the meeting, give notice of attendance at the meeting and temporarily register the shares in their own name with Euroclear Sweden (so-called voting rights registration), so that they are entered in the share register maintained by Euroclear Sweden as of Tuesday 7 May 2024. This means that shareholders need to notify the nominee well in advance of this date. Voting rights registration that has been requested by shareholders in such time that the registration has been made by the relevant nominee no later than Friday 10 May 2024 will be taken into account in the preparation of the share register.

Proxy

Shareholders who intend to attend by proxy must issue a dated power of attorney for proxy. If a proxy form is issued by a legal entity, a copy of the registration certificate or equivalent for the legal entity must be attached. The validity of the proxy form may be set at a maximum of five years from the date of issue. The original proxy form and any registration certificate should be sent to the Company at the above address well in advance of the meeting. The Company provides proxy forms upon request and this is also available on the Company's website, www.nanologica.com.

Number of shares and votes

At the time of this notice, the Company has a total of 44,178,618 shares. The total number of votes amounts to 44,178,618. The company holds no own shares.

Draft agenda

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of voting list
3. Election of one or two persons to verify the minutes
4. Determination of whether the meeting has been duly convened

5. Approval of the agenda
6. Presentation of the Annual Report and the Auditor's Report as well as the Consolidated Financial Statements and the Auditor's Report on the Consolidated Financial Statements for the financial year 2023
7. Resolutions on:
 - a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet,
 - b) appropriation of the Company's loss in accordance with the adopted balance sheet, and
 - c) discharge from liability towards the Company for the members of the Board of Directors and the CEO
8. Determination of fees to the Board of Directors and auditor
9. Determination of the number of Board members and auditors
10. Election of the Board of Directors and Chairman of the Board
11. Election of auditor
12. Resolution on the establishment of the Nomination Committee and Nomination Committee instructions
13. Resolution on approval of remuneration report
14. Resolution on issue authorization
15. Resolution on adoption of new Articles of Association
16. Resolution on reduction of the share capital
17. Conclusion of the meeting

Proposals for decision

Item 1 – Election of chairman of the meeting

The Nomination Committee proposes that lawyer Mårten Steen, or whoever the Board appoints if Mårten Steen is prevented from attending, be elected as Chairman of the Meeting.

Item 7b) – Appropriation of the Company's loss according to the adopted balance sheet

The Board of Directors proposes that the Annual General Meeting resolves that the funds at the disposal of the Annual General Meeting of SEK -75,880,232 are carried forward.

Item 8 – Determination of fees to the Board of Directors and auditors

The Nomination Committee proposes that remuneration to the Board members shall amount to a total of SEK 1,055,000, of which SEK 315,000 shall be paid to the Chairman of the Board and SEK 185,000 to each of the other Board members elected by the Annual General Meeting.

In addition, it is proposed that remuneration to members of the Audit Committee shall be paid in the amount of SEK 50,000 to the Chairman of the Audit Committee and in the amount of SEK 30,000 to each individual other member, and that remuneration to members of the Remuneration Committee shall be paid in the amount of SEK 25,000 to the Chairman of the Remuneration Committee and in the amount of SEK 15,000 to each individual other member. The total remuneration to the members of the Board of Directors in accordance with the Nomination Committee's proposal amounts to SEK 1,205,000.

The proposal means that the fee to the Chairman of the Board is increased from SEK 300,000 to SEK 315,000 and that the fee to the Board members is increased from SEK 175,000 to SEK 185,000.

The Nomination Committee further proposes that fees to the auditor shall be paid in accordance with approved invoices.

Item 9 – Determination of the number of Board members and auditors

The Nomination Committee proposes that the Board of Directors shall consist of five members elected by the Annual General Meeting, without deputies.

The Nomination Committee further proposes that the Company shall have a registered public accounting firm as auditor.

Item 10 – Election of the Board of Directors and Chairman of the Board

The Nomination Committee proposes re-election of Gisela Sitbon, Mattias Bengtsson, Anders Rabbe, Lena Torlegård and Thomas Eldered for the period until the end of the next Annual General Meeting. The Nomination Committee further proposes re-election of Gisela Sitbon as Chairman of the Board.

The Nomination Committee's statement regarding the proposal for election of the Board of Directors is available on the Company's website, www.nanologica.com.

Item 11 – Election of auditor

For the period until the end of the next Annual General Meeting, the Nomination Committee proposes re-election of the registered accounting firm BDO AB as the Company's auditors, with authorized public accountant Niclas Nordström as auditor in charge.

*Item 12 – Resolution on the Nomination Committee and Nomination Committee Instructions
Principles for appointing the members of the Nomination Committee*

The Nomination Committee proposes that the Annual General Meeting resolves to appoint a Nomination Committee and to adopt principles for the composition and work of the Nomination Committee in accordance with the following. The instruction for the Nomination Committee shall apply until the Annual General Meeting resolves to adopt a new instruction for the Nomination Committee.

The company shall have a nomination committee consisting of three members, who shall represent the three largest shareholders in terms of votes. The largest shareholders in terms of voting rights will be contacted on the basis of the Company's list of registered shareholders provided by Euroclear Sweden AB, as of 30 September the year prior to the General Meeting. Shareholders who are not registered in the list of Euroclear Sweden AB, and who wish to exercise their right, must notify the Chairman of the Board and be able to prove ownership.

The Chairman of the Board shall, as soon as possible after the end of September, convene representatives of the three largest shareholders in terms of voting rights in the Company to the Nomination Committee. The Chairman of the Board shall otherwise only assist the Nomination Committee in the performance of its duties. The Nomination Committee appoints the Chairman of the Group. The Chairman of the Board or any other member of the Board shall not be the Chairman of the Nomination Committee.

The majority of the members of the Nomination Committee shall be independent in relation to the Company and its management. The CEO or any other member of the executive management may not be a member of the Nomination Committee. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in the Company's voting rights or group of shareholders who collaborate on the Company's management. Board members may be members of the Nomination Committee but may not constitute a majority of the Nomination Committee's members. If more than one Board member is a member of the Nomination Committee, no more than one of them may be dependent in relation to the Company's major shareholders.

The names of the three owner representatives and the names of the shareholders they represent shall be announced as soon as the Nomination Committee has been appointed, which shall take place no later than six months before the Annual General Meeting. If any of the three largest shareholders in terms of voting rights waives their right to appoint a member to the Nomination Committee, the next shareholder in order of size shall be given the opportunity to appoint a member. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed.

If, as a result of changes in ownership in the Company, the Nomination Committee may offer additional shareholders seats on the Nomination Committee, however, so that the total number of members shall not exceed five. Should a member of the Nomination Committee leave before its work is completed, the Nomination Committee shall, if deemed necessary, request the same shareholder or, if no longer one of the major shareholders, the next shareholder in size to appoint a replacement. Such change shall be announced on the Company's website.

Tasks of the Nomination Committee

The task of the Nomination Committee shall be to submit proposals for resolutions regarding the Annual General Meeting regarding:

- a. Election of chairman of the meeting,
- b. Number of Board members and any deputies to be elected by the AGM,
- c. Determination of fees and other remuneration to the Board of Directors and its committees divided between the Chairman and other members,
- d. Determination of auditors' fees,
- e. Election of the Board of Directors and Chairman of the Board
- f. Election of auditors, and
- g. Proposal for the principles that will apply to the composition and work of the Nomination Committee for the next Annual General Meeting.

When preparing the proposal regarding the election of Board members and Chairman of the Board, the Nomination Committee shall apply section 4.1 of the Swedish Code of Corporate Governance (the "**Code**") as a diversity policy. The Nomination Committee shall otherwise comply with the provisions of the Code when preparing proposals for issues for the Annual General Meeting.

In connection with its assignment, the Nomination Committee shall otherwise perform the tasks that according to the Code are the responsibility of the Nomination Committee. The commitments set out above in relation to the Code shall apply provided that the Company is obliged to apply the Code.

The Nomination Committee's working methods

The Nomination Committee shall meet as often as necessary for the Nomination Committee to be able to fulfil its duties, but at least once a year. Notice of the meeting is issued by the Chairman of the Nomination Committee. If a member requests that the nomination committee be convened for a meeting, the request shall be complied with.

The Nomination Committee shall constitute a quorum if at least two members are present. The Nomination Committee's decision shall be the sentence for which more than half of the members present vote or, in the event of a tie, the opinion supported by the Chairman of the Nomination Committee.

Remuneration

No remuneration shall be paid to the members for their work on the Nomination Committee. The company shall be responsible for reasonable costs deemed necessary by the Nomination Committee in order for the Nomination Committee to be able to fulfill its assignment.

Item 13 – Resolution on approval of remuneration report for the financial year 2023

According to Chapter 8. In accordance with Section 53a of the Swedish Companies Act, the Board of Directors shall, for each financial year, prepare a report on paid and outstanding remuneration covered by guidelines for remuneration to senior executives. The Board of Directors proposes that the Annual General Meeting resolves to approve the remuneration report prepared by the Board of Directors for the financial year 2023. The report will be available on the Company's website www.nanologica.com.

Item 14 – Resolution on issue authorization

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors, during the period until the next Annual General Meeting, on one or more occasions, to resolve on the issue of shares, convertibles and/or warrants with or without deviation from the shareholders' preferential rights and with or without provision for non-cash issue and/or set-off or otherwise with conditions. In the case of issues carried out with deviation from the shareholders' preferential rights, the Board of Directors shall not be able to make decisions that mean that the amount by which the share capital is increased corresponds to more than twenty (20) percent of the total share capital in the Company before the issue has been completed.

Issuance in accordance with this authorization shall be made on market terms. The Board of Directors shall have the right to determine the terms and conditions for issues under this authorization and who shall have the right to subscribe for the shares, warrants and/or convertibles. The reason why the Board of Directors shall be able to resolve on an issue with deviation from shareholders' preferential rights and/or with provisions or conditions as above is that the Company shall be able to issue shares, warrants and/or convertibles in order to raise new capital and to enable the Board to direct issues to investors that the Board deems to be strategically important for the Company.

Item 15 – Resolution on adoption of new Articles of Association

The Board of Directors proposes that the Annual General Meeting resolves to amend the Articles of Association in §§ 4 and 5 regarding "Share capital" and "Number of shares" as follows:

§	Current wording	Proposed wording
4	The share capital shall be minimum SEK 6,000,000 and maximum SEK 24,000,000.	The share capital shall be minimum SEK 3,000,000 and maximum SEK 12,000,000.
5	The number of shares shall be minimum 15,000,000 and maximum 60,000,000.	The number of shares shall be minimum 30,000,000 and maximum 120,000,000.

Item 16 – Resolution on reduction of share capital

The Board proposes the Annual General Meeting to resolve on a reduction of the share capital of SEK 10,403,060.813352, without the withdrawal of shares. The purpose of the reduction is to cover losses. The reduction requires an amendment of the Articles of Association.

Majority requirement

For a valid resolution regarding items 14, 15 and 16 above, the resolution must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Shareholders' right to information at the Annual General Meeting

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 damage to the company, provide information at the Annual General Meeting about circumstances that may affect the assessment of an item on the agenda, and circumstances that may affect the assessment of the company's or subsidiary's financial situation and about the company's relationship with other Group companies.

Processing of personal data

For information on how personal data is processed, please refer to the privacy policy available on Euroclear Sweden AB's website:

www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf

Provision of documents

The annual report and auditor's report, complete proposals for resolutions, remuneration report in accordance with Chapter 8. section 53a of the Swedish Companies Act, the auditor's statement according to Chapter 8. section 54 of the Swedish Companies Act and other documents pursuant to the Swedish Companies Act will be available at the Company's premises (Forskargatan 20 G in Södertälje) and on the Company's website, www.nanologica.com, no later than three weeks before the meeting, i.e. no later than Thursday 25 April 2024. The documents will also be sent free of charge to shareholders who request them and who provide their postal address and will also be available at the meeting.

Stockholm in April 2024
Nanologica AB (publ)
The Board of Directors

For further information, please contact

Johanna Johansson
Director IR, Communications and Marketing
johanna.johansson@nanologica.com
+46 72 211 21 90

About Nanologica AB (publ)

Nanologica is a Swedish life science tools company that provides consumables to pharmaceutical manufacturers. Nanologica's products are specially developed for the purification of peptide drugs, such as insulin and GLP-1 analogues. Due to effective purification and a long lifetime for the products, they can increase productivity and reduce costs for pharmaceutical manufacturers. Nanologica operates in a global niche market that is growing as a result of increased demand for drugs for the treatment of diabetes and obesity. The company's mission is to increase access to cost-effective drugs through its purification products and thereby contribute to more patients around the world having access to life-saving treatments. The company is headquartered in Södertälje and Nanologica's share (NICA) is listed for trading on Nasdaq Stockholm Main Market. For further information, please visit www.nanologica.com.

Attachments

[Notice Convening the Annual General Meeting of Nanologica AB \(publ\)](#)