

Notice to the extraordinary general meeting in Magle Chemoswed Holding AB (publ)

The shareholders of Magle Chemoswed Holding AB (publ), org. no. 556913-4710 (the "Company"), are invited to an Extraordinary General Meeting (the "EGM") on 30 December 2024, at 10:00 CET at the Company's premises at Agneslundsvägen 20B in Malmö, Sweden. The registration for the EGM starts at 09:30 CET.

Right to participate

Shareholders who wish to participate in the EGM must:

- i. be entered in the register of shareholders maintained by Euroclear Sweden AB by 17 December 2024; and
- ii. no later than 23 December 2024, give notice of participation to the Company either by post to Magle Chemoswed Holding AB, 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 (not more than two), 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 EGM, 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 23 December 2024.

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 17 December 2024. 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 17 December 2024, are considered when preparing the register of shareholders.

Proposed agenda

1. Opening of the Extraordinary 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. The determination as to whether the General Meeting has been duly convened
7. Resolution on a directed share issue to subscribers covered by Chapter 16 of the Swedish Companies Act
8. Determination of the number of board members
9. Election of new board member
10. Determination of remuneration to be paid to the new board member
11. Closing of the Extraordinary General Meeting

Resolution proposals

Item 7: Resolution on a directed share issue to subscribers covered by Chapter 16 of the Swedish Companies Act

The board of directors proposes that the EGM resolves to approve the board of directors' resolution from 12 December 2024, conditional upon the General Meeting's subsequent approval, regarding a share issue with deviation from the shareholders' preferential rights.

The following conditions shall apply:

1. The Company's share capital shall increase with up to SEK 44,366.65 through a new issue of up to 887,333 new shares.
2. The right to subscribe to the new shares shall, with deviation from the shareholders' pre-emption rights, vest in Hans Henrik Lidgard (privately and/or through companies), Stig Løkke Pedersen and Mats Pettersson who are covered by Chapter 16 in the Swedish Companies Act (2005:551) (the so-called Leo act).
3. The subscription price is SEK 30 per share. The subscription price in the directed share issue has been determined by the board of directors, in consultation with Vator Securities AB, based on negotiations with the subscribers at arm's length, whereby the board of directors has considered several factors such as the market situation, the Company's financial needs, alternative cost for other financing alternatives, customary discount in connection with directed share issues and assessed market interest for an investment in the Company. It is the board of directors' assessment, based on the factors mentioned above, that the subscription price reflects current market conditions and current demand. Against this background, the board of directors considers the subscription price to be in line with market conditions.
4. Subscription shall be made through payment no later than five banking days after the date of the resolution to issue shares. The board of directors shall be entitled to extend the subscription and payment period.
5. The share premium shall be transferred to the unrestricted premium reserve.
6. The new shares entitle the holder to dividend for the first time on the record date for the dividend that occurs immediately after the registration of the new share issue with the Swedish Companies Registration Office.

7. The board of directors have carefully considered alternative financing routes, including the conditions for carrying out an additional new share issue with preferential rights for the Company's existing shareholders. The board of directors is aware that cash issues should, as a main rule, be carried out in accordance with the shareholders' preferential rights and has taken into account the rules issued by the Stock Market Self-Regulation Committee (ASK) in July 2023. ASK's rules state that it may normally be considered acceptable for new issues to be carried out with deviation from the shareholders' preferential rights if it, based on the circumstances on objective grounds, can be considered to be in the shareholders' interest to deviate from the preferential rights. After an overall assessment of the Company's financial situation and need for cash resources, it is the board of directors' assessment that, on objective grounds, it may be considered to be in the interest of the current shareholders to carry out the directed share issue in accordance with the presented terms and conditions, which the board of directors considers to be balanced and market-based.

The board of directors, the CEO, or anyone appointed by the board of directors or the CEO, shall be authorised to make such minor amendments to the above resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or due to other formal requirements.

A valid resolution requires that the resolution is supported by shareholders representing at least nine tenths of the votes cast as well as of the shares represented at the general meeting.

Item 8: Determination of the number of board members

The shareholder PRS1 ApS (the "**Shareholder**") proposes that the number of board members, for the period until the end of the next Annual General Meeting, shall be six, without any deputy board members.

Item 9: Election of new board member

The Shareholder proposes that Stig Løkke Pedersen is elected as board member for the period until the end of the next Annual General Meeting.

Below follows a description of Stig Løkke Pedersen:

Stig Løkke Pedersen
Born: 1961

Stig holds a Master's Degree in Business Administration and Management from Aalborg University. Stig is a professional board member and investor. He has 25 years of management experience, mainly from H. Lundbeck A/S where he held a number of positions in Denmark and abroad.

From 2003 until 2011, Stig was member of the executive board and responsible for Lundbeck's commercial operations including establishment of partnership alliances as well as global roll-out of subsidiaries and other sales activities.

Stig is currently the chairman of the board of Dizlin Pharmaceuticals AB (SWE) and Union Therapeutics A/S (DK), member of the board of directors of SSI Diagnostica A/S (DK), Skybrands A/S (DK), TAP A/S (DK) and Hasle Refractories A/S (DK) and Operating Partner in Catacap A/S (DK).

Stig does not, currently, hold any shares in the Company and is independent in relation to the Company, its senior management and major shareholders.

Item 10: Determination of remuneration to be paid to the new board member

The Shareholder proposes that the remuneration to the new board member shall be paid in a total amount of SEK 100,000 annually. The remuneration shall be paid proportionally in relation to the duration of the mandate period the board member has held the assignment.

OTHER INFORMATION

Number of shares and votes in Magle Chemoswed Holding AB (publ) amounts to 18,401,917 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 EGM, obtain information from the board of directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

Available documentation

Documents in accordance with the Swedish Companies Act will be available at the Company and on the Company's website, www.maglegroup.com. The documents will also be sent to shareholders who wish to do so and state their postal address.

Processing of personal data

For information about the processing of your personal data, it is referred to the privacy notice available at Euroclear's webpage.

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

Malmö in December 2024

Magle Chemoswed Holding AB (publ)

The board of directors

For enquiries, please contact:

Magle Group

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About Magle Group

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 three

operational areas. Magle Chemoswed – a contract development and manufacturing organization (CDMO) with a strong reputation for its high-quality development and manufacturing expertise, Magle PharmaCept – an established sales and marketing company for development and direct sales of the Group's medical technology products and Magle Biopolymers A/S – a specialized manufacturing organization of Dextran technology. Learn more on www.maglechemoswed.com, www.maglegroup.com, www.maglepharmaceut.com and www.maglebiopolymers.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

[Notice to the extraordinary general meeting in Magle Chemoswed Holding AB \(publ\)](#)