

### NOTICE OF ANNUAL GENERAL MEETING IN ZICCUM AB (PUBL)

The shareholders of Ziccum AB (publ) are hereby invited to attend the Annual General Meeting on May 20, 2019 at 14.00 at Hälsovägen 7 in Flemingsberg. Voting rights registration starts at. 13.30, and is cancelled when the meeting opens.

NOTE: This is an unofficial translation of the original notice, which is in Swedish. In case of discrepancies, the Swedish version shall prevail.

# Right to participate

The right to participate in the Annual General Meeting has been the one that has been recorded as a shareholder in the share register kept by Euroclear Sweden AB regarding the circumstances on May 14, 2019, and not later than May 14, 2019 2019, to the company, announce its intention to participate in the Annual General Meeting. Application can be made in writing under the address Ziccum AB (publ) c / o Fredersen Advokatbyrå, Turning Torso, 211 15 Malmö or via e-mail to ziccum@fredersen.se. When registering, the name, address, personal or corporate identity number, telephone daytime, and, if applicable, number of assistants (maximum two) must be stated. After registered registration, the notifier will receive a confirmation. If no confirmation is received, the notification has not been done correctly.

Shareholders whose shares are nominee registered, i.e. kept in a custody account, must temporarily register the shares in their own name in the share register kept by Euroclear Sweden AB in order to be able to participate in the meeting. Such registration must be completed no later than May 14, 2019 and should be requested well in advance of that day with the person managing the shares.

#### Proxy

If shareholders intend to be represented by a proxy, a proxy must be issued for the representative. The authorization must be in writing, signed by the shareholder and dated. If the shareholder is a legal person, a copy of the registration certificate or, if such document does not exist, the corresponding authorization document is attached to the notification. The document must prove the right of the person who signed the authorization to appoint a representative for the legal person. In order to facilitate registration at the AGM, the power of attorney in the original and registration certificate and other authorization documents should be made available to the company at the above address no later than May 14, 2019. If a power of attorney and other authorization documents have not been submitted in advance, the power of attorney in the original and other authorization documents may be presented at the meeting. Proxy forms are available at the company and on the company's website, www.ziccum.com, and are sent on request to shareholders who state their postal address.

# Proposed agenda

- 1. Opening
- 2. Election of Chairman of the Meeting
- 3. Preparation and approval of voting list
- 4. Election of one or two adjusters to sign the minutes

- 5. Testing of whether the meeting has been duly convened
- 6. Approval of the agenda
- 7. Statement by the CEO
- 8. Presentation of annual report and audit report
- 9. Decide on
- a) Establishment of income statement and balance sheet
- b) Disposition of the Company's profit or loss according to the established balance sheet
- c) Discharge from liability for the board members and the CEO
- 10. Determination of the number of Board members elected by the AGM and the number of auditors and deputy members
- 11. Determination of fees for the Board and the auditors
- 12. Election of Board members, auditors and any deputy auditors
- 13. Election of Chairman of the Board
- 14. Resolution to authorize the Board to issue shares, warrants or convertibles
- 15. Decision to amend the Articles of Association
- 16. Termination

#### **Motions**

Dividend (item 9b)

The Board of Directors proposes that no dividend be paid for the financial year 2018.

Election of chairman of the meeting, board of directors, chairman of the board and auditor and determination of fees (paragraphs 2, 10-13)

# Suggested proposals

- that Fredrik Sjövall is elected chairman of the meeting,
- that the board shall consist of five members,
- that an auditor without deputy auditor should be appointed,
- that board fees shall be SEK 150,000 to the chairman of the board and SEK 75,000 each to the other board members,
- that audit fees are paid according to approved invoice,
- the re-election of the board members Ola Chamber, Kristian Kierkegaard, Mattias Münnich and Fredrik Sjövall, and that Mikaela Bruhammar is elected as a new board member,
- that Fredrik Sjövall is re-elected Chairman of the Board, as well as
- that Ernst & Young is elected new auditor; Ernst & Young has announced that Authorized Public Accountant Stefan Svensson is intended to be the chief auditor if the meeting appoints Ernst & Young as auditor of the company.

Mikaela Bruhammar, born 1976. For the past 10 years, Mikaela has worked for Astra Zeneca and has many years of experience working with both vaccines and biological drugs, among other things she had a leading role in the commercialization of Astra Zeneca's influenza vaccine Flumist. Mikaela

holds a Master's degree in molecular biology from Linköping University. Mikaela is independent in relation to the company and to the company's major shareholders. Mikaela has no shares in Ziccum.

#### Authorization for the Board to issue shares, convertibles or warrants (item 14)

The Board of Directors proposes that the Annual General Meeting authorizes the Board, on one or more occasions before the next Annual General Meeting, The Board of Directors proposes that the Annual General Meeting authorizes the Board, on one or more occasions before the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, to decide on a new issue of shares or issue of convertibles or warrants. Issues shall be made against cash payment, non-payment or set-off or in other cases on terms referred to in Chapter 2. Section 5, second paragraph, 1-3 and 5 the Swedish Companies Act. The number of shares that may be issued, or, upon the issue of convertibles or warrants, additional after conversion or exercise, with the support of the authorization shall be limited to ten (10) percent of the number of shares outstanding at the time of this meeting. If the Board decides on an issue without preferential rights for the shareholders, the reason should be to be able to broaden the ownership circle, acquire or enable acquisition of working capital, increase liquidity in the share, carry out company acquisitions or acquire or enable acquisition of capital for company acquisitions. When deciding on issues without preferential rights for the shareholders, the subscription price must be market-based at the time of the issue decision.

Decisions pursuant to this paragraph presuppose for their validity that they are assisted by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

Decision to amend the Articles of Association (item 15)

The Board of Directors proposes that the Annual General Meeting resolves to amend the Company's Articles of Association as follows:

#### **Current wording**

§ 2

The Board of Directors shall have its registered office in the municipality of Huddinge.

### **Proposed wording**

8 2

The Board of Directors shall have its registered office in Lund Municipality.

Decisions pursuant to this paragraph presuppose, for their validity, that they are assisted by shareholders with at least two-thirds of both the votes cast and the shares represented at the general meeting.

#### Other information

The annual report, the auditor's report and the complete basis for decision-making will otherwise be available at the company and on the company's website at least as long before the meeting as follows by law. The documents are sent on request to shareholders who state their postal address. The Board of Directors and the CEO, if any shareholder requests it and the Board considers that this can be done without material damage to the company, provide information at the Annual General Meeting on circumstances that may affect the assessment of a case on the agenda and circumstances that may affect the company financial situation.

#### Processing of personal data

For information on how your personal information is processed see

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

# Huddinge in April 2019

Ziccum AB (publ)

#### **Board of Directors**

# For more information about Ziccum, please contact:

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#### **About Ziccum**

Ziccum AB (publ) develops new patented formulations of biological drugs where sensitivity to temperature differences, especially during transportation, currently limits medical and so commercial potential. The company's patented technology, LaminarPace, develops dry powder formulations of drugs and vaccines that currently only exist in liquid form. By doing so Ziccum can increase the availability of drugs and vaccines in existing markets—and open up new ones. This press release was submitted for publication by the CEO at 08.00 (CET) on 14 November, 2018.