

## **Notice of Annual General Meeting in Expres2ion Biotech Holding AB**

The shareholders of Expres2ion Biotech Holding AB, reg. no. 559033-3729, (the "**Company**"), are hereby convened to the annual general meeting to be held on Wednesday 25 May 2022.

The board of directors has resolved that the annual general meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. Thus, it will not be possible to attend in person or through proxy at the annual general meeting.

Information on the decisions of the annual general meeting will be published as soon as the outcome of the advance voting is finally compiled on Wednesday 25 May 2022.

### **Right to attend the general meeting**

Shareholders wishing to attend the annual general meeting must:

- i. on the record date, which is Tuesday 17 May 2022, be registered in the share register maintained by Euroclear Sweden AB;
- ii. notify the participation at the general meeting no later than Tuesday 24 May 2022 by casting its advance vote in accordance with the instructions under the heading "Advance voting" below so that the advance voting form is received by the Company no later than that day.

### **Nominee registered shares**

Shareholders, whose shares are registered in the name of a nominee, must temporarily register the shares in their own name at Euroclear Sweden AB. Shareholders whose shares are registered in the name of a nominee must, no later than on Tuesday 17 May 2022, via their nominee, temporarily register the shares in their own name in order to be entitled to participate at the general meeting. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Thursday 19 May 2022 will be considered in preparations of the share register.

### **Proxy etc.**

Shareholders who are casting advance votes via proxy should submit a power of attorney, dated and signed by the shareholder, together with the advance vote. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. If the shareholder is a legal person, certificate of registration or other documents of authority shall be attached to the form. A form proxy will be available for downloading on the Company's [www.expres2ionbio.com](http://www.expres2ionbio.com).

### **Advance voting**

The board of directors has resolved that the annual general meeting will be carried out through advance voting. Thus, the shareholders may exercise their voting rights at the general meeting only by voting in advance, so called postal voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on [www.expres2ionbio.com](http://www.expres2ionbio.com). A shareholder who is exercising its voting right through advance voting do not need to notify the Company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting.

In the advanced voting form, the shareholders may request that resolution in one or more of the matters raised in the proposed agenda be postponed to a so-called continued general meeting, which may not be held solely by advanced voting. Such a continued meeting for a decision in a specific

matter shall take place if the meeting decides on it or if the owners of at least one tenth of all shares in the Company so requests.

The completed voting form must be at the Company's disposal no later than on Tuesday 24 May 2022. The completed and signed form shall be sent by regular mail to ExpreS2ion Biotech Holding AB, c/o Baker & McKenzie Advokatbyrå KB, Attn: Elsa Sefastsson, Box 180, 101 23 Stockholm or by e-mail [bolagsstamma@bakermckenzie.com](mailto:bolagsstamma@bakermckenzie.com). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a registration certificate or a corresponding document shall be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid.

Further instructions and conditions is included in the form for advance voting.

### **Proposed agenda:**

- 1 Opening of the meeting and election of chairman of the meeting and appointment of the keeper of the minutes.
- 2 Preparation and approval of voting list.
- 3 Election of one person to certify the minutes.
- 4 The issue of whether the meeting has been duly called.
- 5 Approval of the proposed agenda.
- 6 Presentation of the annual report and auditor's report and the group annual report and group auditor's report.
- 7 Resolutions regarding:
  - a) adoption of income statement and balance sheet and the group income statement and the group balance sheet;
  - b) the profit or loss of the Company in accordance with the adopted balance sheet;
  - c) discharge from liability for the board of directors and the managing director.
- 8 Determining of the number of directors and auditors.
- 9 Determining the fees for the board of directors and the auditor.
- 10 Election of the board of directors and the auditors.
- 11 Resolution regarding authorization for the board to issue shares, convertibles and/or warrants.
- 12 Closing of the meeting

### **Proposals for resolutions:**

#### **Item 1: Opening of the meeting and election of chairman of the meeting and appointment of the keeper of the minutes**

The board of directors proposes that Carl Isaksson, LL.M., Baker & McKenzie Advokatbyrå KB, is appointed as chairman of the general meeting, or in his absence, the person appointed by him.

#### **Item 2: Preparation and approval of voting list**

The voting list proposed for approval by the general meeting is the voting list established by the Company, based on the annual general meeting share register and incoming postal votes, and as verified by the person elected to certify the minutes.

#### **Item 3: Election of one person to certify the minutes**

The board of directors proposes that Elsa Sefastsson, LL.M., Baker & McKenzie Advokatbyrå KB, or if she is prevented, the person assigned by the board of directors, to person to verify the minutes of the meeting. The task also includes checking the voting list and that incoming postal votes are correctly reflected in the meeting minutes.

**Item 7b): Resolutions regarding adoption of income statement and balance sheet and the group income statement and the group balance sheet**

The board of directors proposes that all funds available to the annual general meeting shall be carried forward.

**Items 8-10: Determining of the number of directors and auditors, the fees for the board of directors and the auditor, election of the board of directors and the auditors**

It is proposed that the board shall consist of five directors without deputies. It is further proposed that the number of auditors shall be one registered accounting firm.

It is proposed that the remuneration is to be SEK 750,000 in total and shall be paid to the board of directors as follows (the proposal is an increase of SEK 300,000 compared to the remuneration approved at the annual general meeting on 26 May 2021):

- SEK 250,000 to the chairman and SEK 125,000 to the other directors.

It is proposed that the auditor shall be entitled to a fee in accordance with approved invoice.

It is proposed to re-elect of Martin Roland Jensen, Jakob Knudsen, Allan Rosetzsky, Karin Garre and Sara Sande as directors and to re-elect Martin Roland Jensen as chairman of the board.

It is further proposed the re-election of the registered audit firm Ernst & Young Aktiebolag as the company's auditor for a period up until the end of the next annual general meeting. Ernst & Young Aktiebolag has announced its appointment of Ola Larsmon as main responsible auditor.

Further information regarding the directors proposed for re-election is available at the Company's website and will also be available in the annual report for 2021.

**Item 11: Resolution regarding authorization for the board to issue shares, convertibles and/or warrants**

The board of directors for the Company proposes that the annual general meeting resolves to authorize the board of directors during the period up until the next annual general meeting, on one or more occasions, to resolve to issue shares, convertibles and/or warrants, with or without preferential rights for the shareholders, corresponding to not more than 20 percent of the share capital of the Company after completed issuances based on the number of shares at the time of the annual general meeting, to be paid in cash, in kind and/or by way of set-off.

The purpose for the board to resolve on issuances with deviation from the shareholders preferential rights in accordance with the above is primarily for the purpose to broaden the shareholder base, raise new capital to increase flexibility of the Company or in connection with acquisitions. If issuances are carried out with deviation from the shareholders' preferential rights, such issue shall be made in accordance with customary market terms. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office.

**Majority requirements**

A resolution in accordance with item 11 requires support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

#### Number of shares and votes

The total number of shares and votes in the Company as of the date hereof amounts to 31,153,456. The Company holds no own shares.

#### Further information

Copies of accounts, audit report, complete proposals including the complete proposed new articles of association, proxy forms, forms for advance voting and other documents that shall be available in accordance with the Swedish Companies Act are available at the Company at ExpreS2ion Biotechnologies, c/o Mindpark, Rönnowsgatan 8c, 252 25 Helsingborg, Sweden, and at the Company's website [www.expres2ionbio.com](http://www.expres2ionbio.com), at least three weeks in advance of the annual general meeting and will be sent to shareholders who request it and provide their e-mail or postal address.

The board of directors and the managing director 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 at the general meeting on matters that may affect the assessment of an item on the agenda or the Company's financial information. Such duty to provide information applies also to the Company's relation to other group companies, the consolidated accounts and such circumstances regarding subsidiaries as specified in the foregoing sentence. A request for such information shall be received by the Company in writing no later than ten calendar days prior to the meeting, i.e., 15 May 2022 by post to the Company at ExpreS2ion Biotechnologies, c/o Mindpark, Rönnowsgatan 8c, 252 25 Helsingborg, Sweden, or by e-mail to [bolagsstamma@bakermckenzie.com](mailto:bolagsstamma@bakermckenzie.com). The information will be made available at the Company's website, [www.expres2ionbio.com](http://www.expres2ionbio.com) and at the head office no later than on 20 May 2022. The information will also be sent, within the same period of time, to any shareholder who so has requested and who has stated its e-mail or postal address.

#### Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Helsingborg in April 2022  
**ExpreS2ion Biotech Holding AB**  
The board of directors