

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

## **NOTICE OF ANNUAL GENERAL MEETING IN ALZINOVA AB (PUBL)**

**The shareholders of Alzinova AB (publ) reg. no. 556861-8168 (the “Company”) are hereby given notice of the Annual General Meeting (the “AGM”) to be held on 18 May 2021.**

Due to the extraordinary situation relating to the covid-19 pandemic, Alzinova’s annual general meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. There will be no meeting with the possibility to attend in person or to be represented by a proxy.

Alzinova welcomes all shareholders to exercise their voting rights at the AGM through advance voting as described below. Information on the resolutions passed at the AGM will be published on 18 May 2021 as soon as the result of the advance voting has been finally confirmed.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the AGM so resolves or if shareholders representing at least one tenth of all shares in the Company so requests.

### **Right to participate**

Shareholders that wish to participate in the AGM through advance voting, shall be registered in the share register maintained by Euroclear Sweden AB no later than on 7 May 2021; and shall have notified the Company of their intention to participate at the AGM no later than on 17 May 2021 by casting their advance vote in accordance with the instructions under the heading “Advance voting.

### **Nominee-registered shares**

Shareholders whose shares are registered in the name of a nominee/custodian must register their shares in their own names in order to be entitled to participate in the AGM. Such registration, which may be temporary, must be effected no later than on 11 May 2021 and shareholders must, therefore, instruct their nominees well in advance thereof.

### **Advance voting**

The shareholders may only exercise their voting rights at the AGM by voting in advance, so-called postal voting, in accordance with Section 22 of the Act (2020:198) 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 considered as notice to participate in the AGM. The form is available at [www.alzinova.com](http://www.alzinova.com).

The completed form must be submitted to the Company no later than on 17 May 2021. The completed form shall be sent to Alzinova AB (publ) c/o Fredersen Advokatbyrå, Turning Torso, 211 15 Malmö or by e-mail to [alzinova@fredersen.se](mailto:alzinova@fredersen.se). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding authorization document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

### **Proposal of agenda**

1. Election of chairman of the meeting
2. Preparation and approval of the voting register
3. Approval of the agenda
4. Election of one or two persons to attest the minutes
5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report and the auditor’s report
7. Resolution on
  - a) adoption of the profit and loss account and the balance sheet
  - b) allocation of the Company’s profit [or loss] according to the consolidated balance sheet

- c) discharge from liability for the Board members and the CEO
- 8. Resolution as to the number of Board members, deputy Board members and auditors
- 9. Resolution on the remuneration to the Board of Directors and auditor
- 10. Election of Board members and deputy Board members
  - The nomination committee's proposal of Board members and deputy Board members:
  - Board members
  - 10.1 Björn Larsson (re-election)
  - 10.2 Clas Malmeström (re-election)
  - 10.3 Carol Routledge (re-election)
  - 10.4 Anders Waas (re-election)
  - 10.5 Pernilla Sandwall (re-election)
  - 10.6 Lena Degling Wikingsson (re-election)
  - 10.7 Per-Göran Gillberg (re-election)
  - 10.8 Anders Blom (new election)
  - Deputy Board members
  - 10.9 Anders Sandberg (re-election)
  - 10.10 Jesper Dahlberg (re-election)
- 11. Election of chairman of the Board
  - 11.1 Björn Larsson (re-election)
- 12. Election of auditor
  - 12.1 Ernst & Young Aktiebolag (re-election)
- 13. Resolution on authorisation for the Board of Directors to resolve on new issues of shares, convertibles or warrants

## Proposals

### ***The nomination committee's proposals (items 1 and 8-12)***

The nomination committee which has consisted of Julian Aleksov (Maida Vale Capital AB), Anders Waas (MIVAC Development AB), Ola Hermansson and Björn Larsson (chairman of the Board), proposes:

that Hannes Mellberg is elected as chairman of the AGM,

that the Board of Directors shall consist of eight Board members,

that two deputy Board members are to be appointed,

that one registered audit firm with no deputy auditors is elected as auditor of the Company,

that remuneration to the Board shall be two income base amount per year 2021 (two income base amount per year 2020) for the chairman of the Board and one income base amount per year 2021 (one income base amount per year 2020) each to the Board members,

that remuneration to the auditor will be according to approved invoicing,

that Björn Larsson, Clas Malmeström, Carol Routledge, Anders Waas, Pernilla Sandwall, Lena Degling Wikingsson and Per-Göran Gillberg are re-elected as Board members, and that Anders Blom is elected as new member of the Board, for the period until the end of the next AGM,

that Anders Sandberg and Jesper Dahlberg are to be re-elected as deputy Board members,

that Björn Larsson is re-elected as chairman of the Board, and

that Ernst & Young Aktiebolag is re-elected as audit firm (Ernst & Young Aktiebolag has informed that the authorized accountant Andreas Mast will continue as principal auditor, if the AGM resolves in accordance with the proposal).

The nomination committee has decided not to propose any updated principles for the appointment of the nomination committee, whereby the principles adopted by the 2019 AGM will continue to apply until the AGM decides otherwise.

### Description of proposed Board members

Anders Blom, born 1969, Bachelor of Business Administration at Uppsala University. Anders has more than 25 years of experience in finance and international business development in the pharmaceutical industry. He has extensive experience in business and corporate development from Pharmacia & Upjohn and Q-Med AB (publ), has been CEO and partner in the venture capital company Nexttobe AB and has been Vice CEO and CFO of Oasmia Pharmaceutical AB (publ). Anders also has extensive board experience from companies in the pharmaceutical and technology sector such as Hansa Biopharma AB, Biolamina AB, Delta Projects AB and Selego AB. Anders is currently chairman of the board of Maida Vale Capital AB and also a board member of Hunterhex International Inc, Hunterhex AB, Wonderboo AB and Challengehop Inc. Anders is independent in relation to the Company and its management but dependent in relation to the Company's major shareholders. He holds no shares in Alzinova.

Information about the Board members proposed for re-election is available on the Company's website, as well as in the Company's annual report for 2020.

### ***The Board's proposals***

#### ***Preparation and approval of the voting register (item 2)***

The voting list proposed to be approved is the voting list prepared by Fredersen Advokatbyrå on behalf of the Company, based on the AGM share register and received postal votes, controlled and checked by the persons assigned to check the minutes.

#### ***Election of one or two persons to attest the minutes (item 4)***

The Board of Directors proposes Håkan Skogström or if he is prevented from participating, the person appointed by the Board of Directors, to attest the minutes. The assignment to attest the minutes also include checking the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

#### ***Allocation of the company's profit or loss (item Fel! Hittar inte referenskölla.***

The Board of Directors proposes that no dividend for the financial year 2020 is to be paid.

#### ***Authorisation for the Board of Directors to resolve on new issues of shares, convertibles or warrants (item 13)***

The Board of Directors proposes that the AGM resolves to authorise the Board to decide, on one or several occasions during the period up to the next AGM to adopt a new issue of shares, warrants or convertibles in the company with or without deviation from the shareholders' preferential right. The authorization shall include the right to decide on issue against cash payment, capital contributed in kind or payment through set-off, and otherwise as conditions pursuant to Chapter 2, Section 5, second paragraph 1-3 and 5 of the Swedish Companies Act. Any issues made with deviation from the shareholders' preferential right shall be made on market terms, subject to an issue discount in line with prevailing market conditions if applicable.

The total number of shares that may be issued, *or* in the event of an issue of convertibles or warrants, any additional shares after conversion or exercise, pursuant to the authorisation in this paragraph shall, for resolutions taken without deviation from the shareholders' preferential rights, not be limited in any other way than by the limits for the share capital and number of shares, as set forth from time to time in the registered articles of association.

For resolutions made with deviation from shareholders' preferential rights, the total number of shares that may be issued, *or* in the event of an issue of convertibles or warrants, any additional shares after conversion or exercise, pursuant to the authorisation in this paragraph shall be limited to a dilution for existing shareholders of ten (10) percent.

The reason for the proposal and the possibility of deviation from the shareholders' preferential rights is to broaden and strengthen the ownership with strategic shareholders, procuring or facilitating the procurement of working capital, increasing the liquidity of the share, making acquisitions, or procuring or facilitating the procurement of capital for acquisitions.

At first hand, it should be directed to new shareholders with expertise in the field and with a strong financial position, but it may also be that the Board, due to time and cost reasons, has come to the conclusion that a directed new issue is more suitable than a rights issue.

#### **Majority requirements**

Resolution in accordance with item 13 above require approval of at least two thirds (2/3) of the shares represented and votes cast at the AGM.

#### ***Further information***

As per the date of this notice, the total number of shares and votes in the Company are 15,775,724.

The annual report, audit report, postal notification and proxy forms, the Board's complete proposals as well as complete underlying documentation, will be made available by the Company and at the

Company's website at least three weeks before the AGM. The documents will be sent to shareholders who request it and provide their postal address.

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda and circumstances that can affect the assessment of the Company's financial situation. A request for such information shall be made in writing to the Company no later than 8 May 2021, to Alzinova AB (publ) c/o Fredersen Advokatbyrå, Turning Torso, 211 15 Malmö or via e-mail to [alzinova@fredersen.se](mailto:alzinova@fredersen.se). The information will be made available on the Company's website [www.alzinova.com](http://www.alzinova.com) and at the Company's offices at Pepparedsleden 1, 431 83 Mölndal, no later than 13 May 2021. The information will also be sent to the shareholder who has requested the information and stated its address.

The Company has its registered office in Gothenburg.

***Processing of personal data***

For information on how your personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Gothenburg, April 2021  
**Alzinova AB (publ)**  
*The Board of Directors*