



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 to attend the Annual General Meeting (the “AGM”) on 29 May 2024 at 13.00 CEST at Chalmersska Huset (address Södra Hamngatan 11) in Gothenburg. Registration starts at 12.30 CEST.

Right to participate

Shareholders that wish to participate in the AGM shall be registered in the share register maintained by Euroclear Sweden AB no later than on 21 May 2024 and shall have notified the Company of their intention to participate at the AGM no later than on 23 May 2024. Notice to participate shall be given in writing by e-mail to alzinova@fredersen.se or by post to Alzinova AB (publ) c/o Fredersen Advokatbyrå, Birger Jarlsgatan 8, 114 34 Stockholm. The notice shall contain the shareholder’s name, personal identity number or registration number and telephone number and, where applicable, the number of advisors (maximum two).

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 23 May 2024 and shareholders must, therefore, instruct their nominees well in advance thereof.

Proxy

If a shareholder wishes to be represented by proxy, a power of attorney shall be issued to the proxy. The power of attorney is to be in writing, dated and duly signed by the shareholder. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be included with the notification. Please provide the power of attorney in original as well as certificate of incorporation and other documents of authority to the Company to the address mentioned above well in advance before the AGM. If the power of attorney and other documents of authority have not been provided in advance, these documents must be presented at the AGM. Power of attorney forms are available at the Company and on the Company’s website, www.alzinova.com, and will be sent upon request to any shareholder who states their postal address.

Proposal of agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination as to whether the meeting has been duly convened
7. Presentation of the annual report and the auditor’s report
8. 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
9. Resolution as to the number of Board members, deputy Board members and auditors
10. Resolution on the remuneration to the Board of Directors and auditor
11. Election of Board members and deputy Board members

Board Members

- 11.1 Julian Aleksov (re-election)
- 11.2 Anders Blom (re-election)
- 11.3 Per-Göran Gillberg (re-election)
- 11.4 Clas Malmeström (re-election)
- 11.5 Carol Routledge (re-election)
- 11.6 Anders Waas (re-election)

Deputy Board members

- 11.7 Anders Sandberg (re-election)
12. Election of chairman of the Board

- Julian Aleksov (re-election)
13. Election of auditor
Ernst & Young Aktiebolag (re-election)
 14. Resolution on principles for appointment of the Nomination Committee
 15. Resolution on directed issue of shares
 16. Resolution on amendments to the Articles of Association
 17. Authorisation for the Board of Directors to resolve on new issues of shares or warrants
 18. Closing of the meeting

Proposals

The Nomination Committee's proposals (item 2 and 9-14)

The Nomination Committee which has consisted of Anders Blom (appointed by Maida Vale Capital AB), Anders Waas (appointed by MIVAC Development AB) and Stuart Kinner (appointed by MGC Capital Ltd), proposes the AGM to resolve:

- that Julian Aleksov is elected chairman of the AGM,
- that the Board of Directors shall consist of six (previously seven) Board members,
- that one deputy Board member is to be appointed,
- that one registered audit firm with no deputy auditor is elected as auditor of the Company,
- that remuneration to the Board shall be SEK 200,000 (previously SEK 200,000 per year 2023) to the chairman of the Board and SEK 100,000 (previously SEK 100,000 per year 2023) each to the other Board members,
- that remuneration to the auditor shall be in accordance with approved invoicing,
- that Julian Aleksov, Anders Blom, Per-Göran Gillberg, Clas Malmeström, Carol Routledge and Anders Waas are re-elected, , and that Anders Sandberg is re-elected as deputy Board member, for the period until the end of the next AGM,
- that Julian Aleksov is elected as chairman of the Board of Directors,
- that Ernst & Young Aktiebolag is re-elected as audit firm (Ernst & Young Aktiebolag has informed that the authorized accountant Linda Sallander shall continue as principle auditor, if the AGM resolves in accordance with the proposal), and
- that the principles for the appointment of the Nomination Committee adopted on the AGM 2019 shall continue to apply also for the appointment of the Nomination Committee ahead of the AGM 2025.

The Board of Directors' proposals

Allocation of the Company's profit or loss (item 8.b)

The Board of Directors proposes that no dividend for the financial year 2023 is to be paid.

Resolution on directed issue of shares (item 15)

The rights issue of shares, with pre-emption rights for the shareholders, resolved by the Board of Directors on 26 April 2024 (the "**Rights Issue**"), has been secured to approximately 85 percent through underwriting commitments, undertaken by both shareholders and external investors. An underwriting compensation is paid for the underwriting commitments which amounts to twenty (20) percent of the underwriting amount if the underwriter chooses to receive an underwriting compensation in the form of shares in the Company. To enable the Company to pay the underwriting compensation in the form of shares, should any underwriter choose that alternative, the Board proposes the following. (As closely related parties to the Company are part of the underwriting consortium, a valid resolution requires approval of at least nine tenths of the shares represented and votes cast at the AGM.)

The Board of Directors proposes that the AGM resolves on an issue of shares (the "**Compensation Issue**"), with deviation from the shareholders' pre-emption rights as follows.

1. The share capital is increased with not more than SEK 1,700,174.546 through an issue of not more than 6,464,542 shares.
2. The right to subscribe for the new shares shall, with deviation from the shareholders' pre-emption rights, accrue to the underwriters with whom the Company has entered into an underwriting agreement to secure the Rights Issue. The purpose of the Compensation Issue and the reason for the deviation from the shareholders' pre-emption rights is that any underwriting compensation to the underwriters may be paid through a new issue of shares which the board considers favorable for the Company's shareholders as it has a positive effect on the Company's liquidity.

3. The subscription price for each share shall be SEK 0.90. The subscription price in the Compensation Issue was negotiated at arm's length in connection with the procurement of the underwriting commitments, which took place in consultation with the financial advisor and after an analysis of customary market factors. The Board's assessment is that the subscription price, and other conditions in the Compensation Issue, against this background, are market conformant.
4. The part of the subscription price for the shares that exceeds the quota value of the share shall be added to the non-restricted share premium reserve.
5. The newly issued shares shall be subscribed for on subscription list no later than 5 July 2024. The Board has the right to extend the subscription period.
6. Payment for subscribed shares shall be made by way of set-off no later than 5 July 2024, whereby set-off of the subscription price can be made at a maximum amount corresponding to the subscriber's claim according to entered into underwriting agreements. The total claims amount to SEK 5,818,089.24. Over-subscription is not possible. Set-off is completed through subscription of shares. The Board has the right to extend the time for payment.
7. The new shares shall be entitled to dividend as from the first record day for dividend that falls closest after the newly issued shares have been registered by the Swedish Companies Registration Office (Sw. Bolagsverket) and in the Company's share register held by Euroclear Sweden AB.

The Company's CEO shall be authorised to make any formal adjustments in the resolution that may be required in connection with registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

Proposal for a resolution to amend the Articles of Association (item 16)

The Board of Directors proposes that the AGM resolves to amend the Articles of Association as follows:

It is proposed that the limits for the share capital in § 4 of the Articles of Association be amended as follows: "The share capital shall be a minimum of SEK 21,040,000 and a maximum of SEK 84,160,000."

Furthermore, it is proposed that the limits for the number of shares in § 5 of the Articles of Association be amended as follows: "The number of shares shall be a minimum of 80,000,000 and a maximum of 320,000,000."

Authorisation for the Board of Directors to resolve on new issues of shares or warrants (item 17)

The Board of Directors proposes that the AGM authorizes the Board of Directors to, on one or several occasions during the period up to the next AGM, resolve on new issues of shares or warrants, with or without deviation from the shareholders' pre-emption rights. Payment may be made in cash, through set-off, with capital contributed in kind, or otherwise as per conditions pursuant to Chapter 2, section 5, second paragraph, items 1–3 and 5 of the Swedish Companies Act.

The number of shares that can be issued, or, in the event of an issue of warrants, added after exercise, with the support of the authorization shall 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.

The reason for the proposal and the possibility of deviation from the shareholders' pre-emption 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.

The Company's CEO shall be authorized to make the minor formal adjustments to the resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

Majority requirements

Resolutions in accordance with items 16 and 17 above require approval of at least two thirds of the shares represented and votes cast at the AGM. For a valid decision under item 15, it must be supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the meeting.



Further information

As per the date of the issue of this notice, the total number of shares and votes in the Company are 44,531,265. The Company does not hold any own shares.

The annual report, audit report and proxy forms, 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 who provide their postal address.

The shareholders are reminded of their right of information according to Chapter 7 Section 32 of the Swedish Companies Act (Sw: aktiebolagslagen).

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 2024

Alzinova AB (publ)

The Board of Directors