

# **Klaria Pharma Holding AB (publ) issues notice to attend an extraordinary general meeting and publishes merger document**

The shareholders in Klaria Pharma Holding AB (publ), reg. no. 556959-2917, are hereby given notice to attend the extraordinary general meeting at 18 December 2019 at 10:00 a.m. (CET) at the premises of Setterwalls Advokatbyrå at Sturegatan 10, 114 36 Stockholm, Sweden. Registration for the meeting commences at 09.30 a.m. (CET).

## **Notice**

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is 12 December 2019; and
- (ii) notify the company of their attendance and any assistant no later than 12 December 2019. Notification can be made via letter to Klaria Pharma Holding AB (publ), Virdings Allé 2, 754 50 Uppsala, Sweden or by e-mail to [info@klaria.com](mailto:info@klaria.com).

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

## **Nominee registered shares**

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of 12 December 2019, at which time the register entry must have been made.

## **Proxy**

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy are available on the company's website [www.klaria.com](http://www.klaria.com). The original version of the power of attorney shall also be presented at the meeting.

## **Proposed agenda**

0. Opening of the meeting
1. Election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one (1) or two (2) persons who shall approve the minutes of the meeting;

5. Determination of whether the meeting has been duly convened;
6. Resolution on merger with Karessa Pharma Holding AB (publ)
  - (a) approval of merger plan, and
  - (b) issue of merger consideration.
7. Closing of the meeting.

### **The board of directors' proposed resolutions**

The board of directors of the company has presented the following proposed resolution in relation to items 1 and 6 in the proposed agenda.

#### ***Item 1. Election of chairman of the meeting***

The board of directors proposes that attorney Marcus Nvinger is appointed chairman of the Extraordinary General Meeting.

#### ***Item 6. Resolution on merger with Karessa Pharma Holding AB (publ)***

In order to complete the proposed merger between Klaria Pharma Holding AB (publ) ("Klaria") and Karessa Pharma Holding AB (publ) ("Karessa"), the Board proposes that the Extraordinary General Meeting resolves to approve the merger plan and the issue of the shares that form the merger consideration in accordance with items 6 (a) – 6 (b) below.

The resolutions under items 6 (a) – 6 (b) below are conditional upon each other and the Swedish Companies Registration Office's (Sw. *Bolagsverket*) registration of the merger.

#### ***Item 6 (a). Approval of merger plan***

Klaria's and Karessa's Boards have jointly adopted a merger plan, dated 5 November 2019. The merger plan has been registered with the Swedish Companies Registration Office on 14 November 2019 and the registration was announced on 18 November 2019. According to the merger plan, the merger shall be undertaken by way of absorption, with Klaria as the absorbing company and Karessa as the transferring company. According to the merger plan, the exchange ratio for the merger consideration has been determined in such way that each share in Karessa shall be exchanged for 0.6032 new shares in Klaria (the "Merger Consideration"). Registration of the merger with the Swedish Companies Registration Office is conditional upon the conditions in the merger plan, inter alia that the Extraordinary General Meetings of both Klaria and Karessa approve the merger plan. The merger is expected to be registered with the Swedish Companies Registration Office in Q1 2020 and will result in the dissolution of Karessa, whereby all of Karessa's assets and liabilities will be transferred to Klaria. Settlement of the merger consideration will take place following the Swedish Companies Registration Office's registration of the merger.

#### ***Item 6 (b). Issue of merger consideration***

Implementation of the merger requires that the Extraordinary General Meeting resolves to issue of 6,635,200 new shares in Klaria as Merger Consideration. Such issue of shares will increase Klaria's share capital by approximately SEK 110,586.67 to approximately SEK 645,474.13 in total. Entitled to receive the newly issued shares, with the exchange ratio set out above, are shareholders registered in the share register of Karessa on the date when the Swedish Companies Registration Office registers the merger. The shares in Klaria issued as

Merger Consideration shall carry right to dividends for the first time on the record date that occurs following registration of the merger by the Swedish Companies Registration Office. The shareholders will be entitled to receive dividends in Klaria in accordance with the provisions of Klaria's articles of association.

### **Majority requirements**

A resolution in accordance with item 6 (a)-(b) requires support by shareholders holding not less than two-thirds (2/3) of both the shares voted and of the shares represented at the general meeting.

### **Number of shares and votes in the company**

The total number of shares in the company at the time of issuance of this notice is 32,093,248. The company does not hold any of its own shares.

### **Shareholders' right to request information**

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen* (2005:551)) the board of directors and the managing director are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the company, provide information, regarding circumstances which may affect the assessment of a matter on the agenda. Such duty to provide information also comprises the company's relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

### **Documentation**

Complete proposal in relation to item 6 and related documentation pursuant to the Swedish Companies Act, and a merger document including, inter alia, the merger plan, a description of the background and motives for the merger and a description of the merged company are kept available at the company's office. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents are made available on the company's website [www.klaria.com](http://www.klaria.com). All the above mentioned documents will also be presented at the general meeting.

### **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>

---

Klaria Pharma Holding AB (publ)

Stockholm, December 2019

*The board of directors*

### **Official version of notice to attend the extraordinary general meeting**

The official version of the notice to attend the extraordinary general meeting is in the Swedish language and available for download at [www.klaria.com](http://www.klaria.com).

**For further information, please contact:**

Scott Boyer, member of the Board of Directors and CSO, Klaria Pharma Holding AB (publ)

Telephone: +46 (0)8-446 42 99

Email: [scott.boyer@klaria.com](mailto:scott.boyer@klaria.com)

*This is information that Klaria Pharma Holding AB (publ) is required to disclose in accordance with the rules and regulations of Nasdaq First North Growth Market. The information was submitted for publication, by the agency of the contact persons above, on 3 December 2019, at 20:00 CET.*