**Klaria Pharma Holding AB (publ) issues notice to attend an extraordinary general meeting**

The shareholders in Klaria Pharma Holding AB (publ), reg. no. 556959-2917, are hereby given notice to attend the extraordinary general meeting at 2 November 2020 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:

1. be entered in the shareholders’ register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is 23 October 2020; and
2. notify the company of their attendance and any assistant no later than 26 October 2020. 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.

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 27 October 2020, at which time the register entry must have been made. Shareholders are recommended to contact their nominee in advance of the record date, which is 23 October 2020, to administer such temporary voting registration in due time.

**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. The original version of the power of attorney shall also be presented at the meeting.  
   
**Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of one (1) or two (2) persons who shall approve the minutes of the meeting;
6. Determination of whether the meeting has been duly convened;
7. Resolution on approval of the boards issue of shares with deviation from the shareholders’ preferential rights; and
8. 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 2 and 7 in the proposed agenda.

***Item 2. Election of chairman of the meeting***

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

***Item 7. Resolution on approval of the boards issue of shares with deviation from the shareholders’ preferential rights***

The board proposes that the shareholders’ approve and adopt the boards issue of shares with deviation from the shareholders’ preferential rights in accordance with the below.

*The Board’s decision dated 14 October 2020*

*The board of directors of* *Klaria Pharma Holding AB (publ), reg.no 556959-2917 (the “****Company****”), hereby resolves on a new issue of shares with deviation from the shareholders’ pre-ferential rights subject to the approval of a shareholders’ meeting.*

***The following terms and conditions shall apply to the new share issue***

*Share capital increase and number of shares to be issued*

*The Company’s share capital may be increased with not more than SEK* 70,662.76793916008  *through the issuance of not more than 4,239,766 new shares (the “****Shares****”), each with a quotient value of approximately SEK 0.017.*

*Right to subscribe for new Shares*

*The right to subscribe for the new Shares shall with derogation from the shareholders’ pre-emption rights belong to investors (some of the investors are currently shareholders) part of an international investing consortium, amongst others the investment company Merizole Holding LTD.*

*Subscription price*

*The new Shares are issued against a subscription price equal to an amount of SEK 6.84 per Share.*

*Subscription and payment*

*Subscription of Shares shall be made in a special subscription list within seven days of the issue resolution.*

*Payment for the new Shares shall be made in cash to an account designated by the Company no later than three banking days after a shareholders’ meeting has resolved to approve this decision, made by the board of directors, to issue new shares with deviation from the shareholders’ preferential rights.*

*The board of directors shall be entitled to extend the subscription period and the period of time for payment.*

*Right to dividends*

*The new Shares shall entitle to dividends from and including the first record date for dividends decided after the new Shares have been registered with the Swedish Companies Registration Office and been entered into the share register. The shares cannot be entered into the share register until the shareholders’ meeting has resolved to approve the issue of shares.*

*Reasons for the deviation from the shareholders’ preferential rights and basis for subscription price*

*The reasons for the deviation from the shareholders’ preferential rights are to diversify the shareholder base with Swedish as well as international investors, as well as to utilize the possibility to raise capital in a timely and cost-efficient manner and to provide for an ambitious investment in multiple clinical programs and for potential future acquisitions.*

*The subscription price has been determined by the Company’s board of directors in consultation with its advisors, after negotiation with external investors and with regards to the funds that the Company will be contributed by way of a capital contribution. Thereby, the Board of Directors’ assessment is that the subscription price in the directed share issue will be in accordance with market conditions.*

***Miscellaneous***

*The chairman of the board of directors, the managing director, or anyone authorized by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution.*

*Documents as referred to in Chapter 13 Section 6 of the Swedish Companies Act have been prepared and are attached to the proposal and are kept available at the Company’s address.*

**Majority requirements**   
A resolution in accordance with item 7 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 48,226,408. 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 7 and related documentation pursuant to the Swedish Companies Act, 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. 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>

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Klaria Pharma Holding AB (publ)

Stockholm, October 2020

*The board of directors*

**Offical 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.

**For further information, please contact:**

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