

# **Klaria Pharma Holding AB (publ) issues notice to attend the annual general meeting**

The shareholders in Klaria Pharma Holding AB (publ), reg. no. 556959-2917, are hereby given notice to attend the annual general meeting on 18 March 2021 at 10 a.m. (CET).

## **Special arrangements due to the risk for spread of the virus COVID-19 (coronavirus)**

The board of directors has, in light of continued spread of the coronavirus and in accordance with the Swedish Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, decided that the annual general meeting shall be held without physical presence of shareholders, proxies and/or external parties and that the shareholders shall have only the opportunity to vote by mail prior to the annual general meeting.

Klaria welcomes all shareholders to exercise their voting rights at the annual general meeting through postal voting as described below. Information on the resolutions passed at the annual general meeting will be published on 18 March 2021, as soon as the result of the postal voting has been finally confirmed.

## **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 10 March 2021; and
- (ii) notify the company of their attendance no later than 17 March 2021 by casting their postal vote in accordance with the instructions under the heading "Postal voting" below so that the postal voting form is received by Setterwalls Advokatbyrå AB no later than that day. Please note that a notification to attend the general meeting can only be done by a postal vote.

A shareholder represented by proxy shall issue a power of attorney. Further instructions regarding this are available below under the heading "Proxy voting".

## **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 10 March 2021, at which time the register entry must have been made. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than 12 March 2021, will, however, be taken into account in the preparation of the share register.

## **Postal voting**

The shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so-called postal voting, in accordance with Section 22 of the Swedish 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 postal voting. The form will be available on the company's website, [www.klaria.com](http://www.klaria.com). The postal voting form is considered as the notification of participation at the annual general meeting.

The completed voting form must be received by Setterwalls Advokatbyrå AB no later than 17 March 2021. The form may be submitted by post to Setterwalls Advokatbyrå AB, Attn: Magnus Melin, P.O. Box 1050, 101 39 Stockholm, Sweden or via e-mail to [magnus.melin@setterwalls.se](mailto:magnus.melin@setterwalls.se).

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) will be deemed as invalid. Further instructions and conditions are included in the form for postal voting.

The shareholders may request in the postal 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 postal voting. Such general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

### **Proxy voting**

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

### **Proposed agenda**

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Preparation and approval of the voting list.
4. Election of at least one person who shall approve the minutes of the meeting.
5. Approval of the agenda.
6. Determination of whether the meeting has been duly convened.
7. Submission of the annual report and the auditor's report as well as of the consolidated financial statements and the auditor's report on the group.
8. Resolution in respect of adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated balance sheet.
9. Resolution in respect of allocation of the company's profits or loss according to the adopted balance sheet.
10. Resolution in respect of the members of the board of directors' and the CEO's discharge from liability.
11. Determination of the number of members of the board of directors as well as of the number of auditors.
12. Election of members and chairman of the board of directors.
13. Election of auditor.
14. Determination of the fees payable to the members of the board of directors and the auditor.
15. Resolution regarding principles for the appointment of a nomination committee.
16. Resolution on an authorisation for the board of directors to increase the share capital.
17. Resolution on changes to the articles of association regarding the prerequisites for participating in shareholders' meetings.
18. Closing of the meeting.

### **Proposed resolutions**

***Election of chairman of the meeting (item 2)***

The nomination committee proposes that attorney Marcus Nivinger (lawyer at Setterwalls Advokatbyrå) is appointed chairman of the annual general meeting.

***Preparation and approval of the voting list (item 3)***

The voting list that is proposed for approval is the voting list prepared by Setterwalls Advokatbyrå AB on behalf of the company, based on the shareholders' register for the general meeting kept by Euroclear Sweden AB, and postal votes received, and approved by the persons appointed to approve the minutes.

***Election of at least one person who shall approve the minutes of the meeting (item 4)***

The board of directors proposes that Fredrik Hübinette is to be appointed as person verifying the minutes together with the chairman of the general meeting, or in the event he or she is prevented from doing so, the person the CEO appoints instead. The person appointed to verify the minutes shall, apart from approving the minutes of the general meeting together with the chairman of the general meeting, check the voting list and that the results of received votes are correctly reflected in the minutes of the general meeting.

***Resolution in respect of allocation of the company's profit or loss according to the adopted balance sheet (item 9)***

The board of directors proposes that the company's available funds shall be carried forward in new account.

***Election of members of the board of directors and auditor and determination of fees (items 11-14)***

The board of directors today consists of the following three (3) ordinary members without deputy members: Fredrik Hübinette (chairman), Scott Boyer, and Anders Ardstål. The nomination committee proposes that the board of directors shall consist of three (3) ordinary members without deputy members for the period until the end of the next annual general meeting. Furthermore, the nomination committee proposed that a registered accounting firm shall be elected as auditor.

The nomination committee proposes the re-election of ordinary board members Fredrik Hübinette, Scott Boyer, and Anders Ardstål. Furthermore, Fredrik Hübinette is proposed to be re-elected as chairman of the board of directors.

The nomination committee proposes the re-election of the auditor BDO Mälardalen AB with Niclas Nordström as auditor-in-charge.

The nomination committee proposes that the fees payable to the board of directors for the period until the end of the next annual general meeting shall amount to SEK 200,000 per board member not employed by the company. Scott Boyer and Fredrik Hübinette are employed by the company, entailing that fees will only be paid to Anders Ardstål, should the general meeting resolve on the election of board members in accordance with the nomination committee's proposal. It is proposed that the company's auditor shall be paid in accordance with approved invoices.

***Resolution regarding principles for the appointment of a nomination committee (item 15)***

The board of directors proposes that the general meeting resolves in accordance with the following:

The chairman of the board shall annually during the third quarter of the fiscal year convene a nomination committee consisting of a representative each of at least two (2) of the company's largest shareholders as per 31 August and the largest shareholder which is independent of the aforementioned largest shareholders. Should any of the entitled shareholders waive their right

to appoint a member to the nomination committee, or should a member resign before the work of the nomination committee is concluded, the right is transferred to the largest shareholder after these.

Board members and the chairman of the board of directors shall not be members of the nomination committee. The company's CEO or other members of the company's management shall not be members of the nomination committee. The company shall be notified of the composition of the nomination committee in such time that it can be made public no later than six months prior to the annual general meeting. The nomination committee appoints a chairman among its members.

***Resolution on an authorisation for the board of directors to increase the share capital (item 16)***

The board of directors proposes that the general meeting resolves on an authorisation for the board of directors to – for the period up to the next annual general meeting and at one or more occasions – resolve upon issuance of new shares, warrants and/or convertible debentures. Payment may be made in cash, in kind, through set-off of claims or otherwise be conditional. The company's share capital may by support of the authorisation be increased by an amount corresponding to 20 per cent of the share capital and number of shares in the company as of on the date the board of directors make use of the authorisation. Deviation from the shareholders' preferential rights shall be allowed in situations where a directed issue is deemed more appropriate for the company due to timing, commercial or similar reasons, and in order to enable acquisitions.

The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office. For valid resolution, the proposal must be supported by shareholders with at least two-thirds (2/3) of the votes cast as well as all of shares represented at the meeting.

***Resolution on changes to the articles of association regarding the prerequisites for participating in shareholders' meetings (item 17)***

The board of directors proposes that the general meeting resolves to change the articles of association and the prerequisites for participating in shareholders' meetings, whereby the following wording in § 8, third paragraph is changed: "In order to be allowed to take part in the general meeting, the shareholder shall be recorded in a printout of the entire share register regarding the situation five working days before the meeting, and register himself and the number of representatives by the date stated in the notice convening the meeting. This day must not be a public holiday, a Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not fall more than five working days before the meeting". It is proposed that said provision is changed to the following new wording: "Shareholders wishing to participate in shareholders' meetings must notify the company no later than the date specified in the notice of the shareholders' meeting". The change to § 8 of the articles of association is proposed by reason of the right to participate at the general meeting being regulated by the Swedish Companies Act (2005: 551) and therefore does not need to be part of the articles of association, and that a legislative change passed during 2020 has led to the current wording being contrary to law.

The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office. For valid resolution, the proposal must be supported by shareholders with at least two-thirds (2/3) of the votes cast as well as all of shares represented at the 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 51,808,279. The company does not hold any of its own shares.

**Shareholders' right to request information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believe that it can be done without material damage to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda. A request for such information shall be made in writing no later than on Monday 8 March 2021. The information will be made available at the company's office from Saturday 13 March 2021, at the latest. The information will, from the same date, also be available on the company's website [www.klaria.com](http://www.klaria.com). The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

**Documentation**

The financial accounts, auditor's report, complete proposals and other documents to be dealt with at the general meeting will be kept available at the company's office not later than three weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date 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>

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Klaria Pharma Holding AB (publ)

Stockholm, February 2021

*The board of directors*

**Official version of notice to attend the annual general meeting**

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

**For further information, please contact:**

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