**Klaria Pharma Holding AB (publ) issues notice to attend 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 on 30 November 2022.

**Special arrangements due to postal voting**

The board of directors has, in accordance with the Swedish Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, decided that the extraordinary 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 extraordinary general meeting.

Klaria welcomes all shareholders to exercise their voting rights at the extraordinary general meeting through postal voting as described below. Information on the resolutions passed at the extraordinary general meeting will be published on 30 November 2022, as soon as the result of the postal voting has been finally confirmed.

**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 22 November 2022; and
2. notify the company of their attendance no later than 29 November 2022 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 22 November 2022, 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 24 November 2022, 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 the Swedish Act (2022:121) 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. 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 29 November 2022. 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.

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.

**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. Resolution regarding approval of the board of directors’ resolution on issuance of shares with preferential rights for the shareholders.
8. 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 extraordinary 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 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 regarding approval of the board of directors’ resolution on issuance of shares with preferential rights for the shareholders (item 7)***

The board of directors proposes that the meeting resolves to approve the board of directors’ resolution on issuance of new shares with preferential rights for the shareholders in accordance with the below.

*Share capital increase and number of shares*

The company’s share capital may be increased with not more than SEK 986,115.967762 through the issuance of no more than 59,166,957 new shares, each with a quotient value of approximately SEK 0.017 (1/60 Swedish Krona).

*Right to subscribe for new shares*

Those who on the record date are registered as holders of shares in the CSD register maintained by Euroclear Sweden AB are entitled to subscribe for the new shares with preferential rights.

The record date for receipt of subscription rights and a right to participate in the new share issue with preferential rights shall be 5 December 2022. Each share entitles to one (1) subscription right and one (1) subscription right entitles to subscription of one (1) new share.

Subscription may also take place without subscription rights. In the event that not all shares are subscribed for by exercise of subscription rights, the board of directors shall, within the framework of the maximum amount for the issue, resolve on allotment of shares to those who have subscribed without subscription rights in accordance with the following principles:

- Firstly, allotment of shares that have been subscribed for without subscription rights is to be made to those who have subscribed for shares by exercise of subscription rights, irrespective of whether the subscriber was holder of shares on the record date or not and, in the event of oversubscription, pro rata in relation to the number of subscription rights that have been exercised for subscription of shares and, to the extent not possible, by drawing of lots.

- Secondly, allotment of shares that have been subscribed for without subscription rights is to be made to those who have subscribed for shares without exercise of subscription rights, irrespective of whether the subscriber was holder of shares on the record date or not and, in the event of oversubscription, pro rata in relation to the number of shares for which each of them have applied for subscription and, to the extent not possible, by drawing of lots.

- Thirdly and lastly, allotment of shares is to be made to those who have entered into guarantee commitments in capacity of guarantors and, in the event of oversubscription, pro rata in relation to the number of shares for which each of them have guaranteed subscription and, to the extent not possible, by drawing of lots.

*Subscription price*

The new shares are issued at a subscription price of SEK 1.25 per share. The part of the subscription price exceeding the quotient value of the shares shall be allocated to the unrestricted share premium fund.

*Subscription and payment*

Subscription of shares, with or without subscription rights, is to take place between the time period as from and including 7 December 2022 until and including 21 December 2022.

Subscription for new shares through exercise of subscription rights shall be made by simultaneous cash payment to an account designated by the company during the time period as from and including 7 December 2022 until and including 21 December 2022.

Subscription for new shares without subscription rights shall be made on a special subscription list. Payment for shares subscribed for without exercise of subscription rights is to be made to an account designated by the company not later than three (3) banking days after notice of allotment.

The board of directors shall have the right to prolong the time period for subscription and payment.

*Right to dividends*

The new shares shall entitle to dividends as from the first time on the record date for dividend occurring after the shares have been registered with the Swedish Companies Registration Office and entered in the share register kept by Euroclear Sweden AB.

*Miscellaneous*

The board of directors, the managing director, or anyone appointed by the board of directors shall have the right to make any minor adjustments required to register the resolution.

Documents as referred to in Chapter 13 Section 6 of the Swedish Companies Act have been prepared and are kept available at the company’s office.

The resolution is valid only subject to approval of the general meeting by support of shareholders representing more than half of the votes cast.

**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 59,166,957. 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 to the company no later than on 20 November 2022. The information will be made available at the company’s office from 25 November 2022, at the latest. The information will, from the same date, also be available on the company’s website 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 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 two 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. 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, November 2022

*The board of directors*

**Offical 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.

**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