

## **NOTICE CONVENING THE ANNUAL GENERAL MEETING OF ADDVISE GROUP AB (PUBL)**

ADDvise Group AB (publ), reg. no. 556363–2115 (the "Company" and "ADDvise"), hereby convenes the annual general meeting to be held on Friday 6 May 2022 at 10.00 a.m. at Grev Turegatan 30 in Stockholm. Registration for the meeting will begin at 09.30 a.m.

### **Registration and notification**

Shareholders wishing to attend the annual general meeting must:

- i) on the record date, which is Thursday 28 April 2022, be registered in the share register maintained by Euroclear Sweden AB. Shareholders, whose shares are registered in the name of a nominee, must temporarily register the shares in their own name (so called "Voting registration") to participate in the meeting. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than Monday 2 May 2022 will be considered in preparations of the share register,
- ii) notify the participation at the annual general meeting no later than Monday 2 May 2022. Notice of participation at the annual general meeting shall be sent by e-mail to [hanna.myhrman@addvisigroup.se](mailto:hanna.myhrman@addvisigroup.se) or by regular mail to ADDvise Group AB (publ), Attn. Hanna Myhrman, Grev Turegatan 30, SE-114 38 Stockholm. Upon notification, the shareholder should state their full name, personal identification number or corporate registration number, address and telephone number, and, where applicable, details of representatives, proxy holders and advisors. A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a certified copy of the registration certificate or corresponding document ("Registration Certificate") shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. The proxy in original and the Registration Certificate, if any, must be available at the general meeting and a copy should well before the meeting be sent to the Company by regular mail or e-mail at the address stated above, and should, in order to facilitate the entrance to the general meeting, be at the Company's disposal no later than Monday 2 May 2022. A proxy form will be available for downloading on the Company's website, [www.addvisigroup.se](http://www.addvisigroup.se).

### **Proposed agenda**

1. Opening of the meeting.
2. Election of the chairman of the meeting.
3. Preparation and approval of voting list.
4. Election of one or two persons to certify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Approval of the agenda.
7. Presentation of the annual report and the auditor's report, as well as of the consolidated financial statements and the auditor's report for the group.
8. Resolution on:
  - a. adoption of the income statement and balance sheet for the company, as well as of the consolidated income statement and consolidated balance sheet for the group;
  - b. disposition of the Company's earnings in accordance with the approved balance sheet; and
  - c. discharge from liability of the board members and the CEO.
9. Determination of remuneration to the board of directors and auditor.
10. Determination of the number of members of the board of directors and auditors.
11. Election of members of the board of directors and auditor.
12. Resolution on approval of the board of directors' remuneration report 2021.
13. Resolution on nomination committee.

14. Resolution to authorize the board of directors to issue shares/warrants/convertible debentures.
15. Resolution to amend the articles of association.
16. Closing of the meeting.

### **Proposed resolutions:**

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

The nomination committee for the annual general meeting 2022 consists of Per-Anders Tammerlöv (chairman), Per Åhlgren, Magnus Vahlquist and Staffan Torstensson acting as rapporteur and convener. The nomination committee's complete proposal and reasoned opinion will be made available on the Company's website, [www.addvisegroup.se](http://www.addvisegroup.se).

The nomination committee proposes that Emil Hedberg, member of the Swedish Bar Association, is appointed as chairman of the meeting.

#### **Resolution on disposition of the Company's earnings in accordance with the approved balance sheet (item 8 b)**

The board of directors proposes that the annual general meeting resolves that no dividend shall be paid to the shareholders for the financial year 2021 and that the funds at disposal of the meeting of SEK 206,372,093.25 shall be balanced in new accounts.

#### **Determination of remuneration to the board of directors and the auditors (item 9)**

The nomination committee proposes that board remuneration shall be paid with SEK 250,000 (an increase of SEK 50,000 compared to the previous year) to the chairman of the board of directors and SEK 125,000 (an increase of SEK 15,000 compared to the previous year) to each non-employed board member (i.e. a total of SEK 750,000 if board election is made in accordance with the nomination committee's proposal).

Remuneration to members of the audit committee are proposed to be paid with SEK 50,000 to the chairman and SEK 25,000 to each member.

Remuneration to the auditor are proposed to be paid in accordance with approved invoice.

#### **Determination of number of board members and election of members of the board of directors and auditor (item 10,11)**

The nomination committee proposes that the number of board members shall be five (5) members without deputies.

The nomination committee proposes re-election of Staffan Torstensson, Erland Pontusson, Fredrik Celsing and Johanne Louise Brændgaard as board members and election of Anna Ljung as board member, all for the period until the end of the next annual general meeting. Richard Akhtarzand has declined re-election.

The nomination committee proposes that Staffan Torstensson is re-elected as chairman of the board of directors.

#### **Anna Ljung (born 1980)**

Anna Ljung holds a master's degree in Economic and Business Administration from the Stockholm School of Economics. Anna Ljung has more than 15 years of experience in the pharmaceutical industry. She is currently CEO of Moberg Pharma AB, chairman of the board of directors of OncoZenge AB and member of the board of directors of Saniona AB. Previously, Anna Ljung has been CFO of other biotech companies such as Athera Biotechnologies AB and Lipopeptide AB.

Anna Ljung is independent in relation to the Company and the Company's management and the Company's major shareholders.

Anna Ljung does not own any shares in the Company.

Information about the other proposed members can be found on the Company's website, [www.addvisigroup.se](http://www.addvisigroup.se).

The nomination committee proposes re-election of the accounting firm Öhrlings PricewaterhouseCoopers AB (PwC). Öhrlings PricewaterhouseCoopers AB (PwC) has announced that if the meeting resolves in accordance with the proposal, Magnus Thorling will be appointed as auditor in charge.

### **Resolution on approval of the board of directors' remuneration report 2021 (item 12)**

The board of directors proposes that the annual general meeting resolves to approve the board of directors' report on remuneration to senior executives prepared in accordance with Chapter 8, Section 53a of the Swedish Companies Act.

### **Resolution on nomination committee (item 13)**

The nomination committee in the Company shall normally be composed of a representative for each of the Company's three largest known shareholders in respect of voting power as of 30 June prior to the annual general meeting, as well as the chairman of the board, who shall convene the first meeting of the nomination committee.

The member representing the largest shareholder in respect of voting power shall be appointed as chairman of the nomination committee, unless the nomination committee appoints someone else amongst it.

In the event that any of the three largest shareholders in respect of voting power renounces its position in the nomination committee, such position shall be passed on to the fourth largest shareholder in respect of voting power, and so on until the shareholders are represented by three shareholders. In the event that a member resigns from the nomination committee before the nomination committee's assignments have been completed, the relevant shareholder shall be entitled to appoint a new member.

If a shareholder who has appointed a member of the nomination committee ceases to be one of the three largest shareholders, the member appointed by such shareholder shall make his or her position available. The new shareholder among the three largest shareholders shall be asked and entitled to appoint a member. The members of the nomination committee shall not be replaced if the changes in voting power are only minor or if the greater part of the nomination committee's work before the annual general meeting is deemed to be completed.

The names of the members of the nomination committee, together with information on the shareholders they represent, shall be made public no later than six months before the annual general meeting or, if a change occurs later on, as soon as possible after said change.

The nomination committee's task is to prepare and submit proposals to the upcoming annual general meeting regarding chairman of the meeting, board of directors, chairman of the board of directors, auditor, remuneration to the board of directors and auditor, any remuneration to committees and any proposals on amendments to this instruction for the nomination committee.

The nomination committee shall not receive any remuneration from the Company. Reasonable costs that arise in connection with the nomination committee's work shall be reimbursed by the Company.

This instruction for the nomination committee shall be in force until the annual general meeting resolves to amend it.

## **Resolution to authorize the board of directors to issue shares/warrants/convertible debentures (item 14)**

The board of directors proposes that the annual general meeting authorizes the board of directors, within the limits of the current articles of association, until the next annual general meeting, on one or more occasions, with or without deviation from the shareholders' preferential rights, to resolve on the issue of shares, warrants and/or convertible debentures. The board of directors proposes that it is authorized to resolve on such issues in cash, in kind and/or by set-off, or otherwise subject to conditions. The reason to authorize the board of directors to have the possibility to resolve on new issues without preferential rights for the shareholders as described above is primarily for the purpose of being able to raise new capital, to increase the Company's flexibility and strengthen the Company's own funds or to be able to carry out acquisitions.

The issue of new shares pursuant to the authorization shall be carried out on customary terms under current market conditions. If the board of directors deems it appropriate to enable delivery of shares in connection with an issue as described above, this can be done at a subscription price corresponding to the quota value of the shares.

The board of directors or the person appointed by the board of directors shall have the right to make the minor adjustments to the resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office.

The resolution according to this item 14 requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

## **Resolution to amend the articles of association (item 15)**

The board of directors proposes that the annual general meeting resolves to amend the articles of association in accordance with the following.

Removal of deputy auditors in existing section 8 of the articles of association, which means that section 8 of the articles of association is worded as follows.

### **§ 8 Auditors**

An ordinary auditor shall be appointed for a review of the company's annual accounts and the management of the board of directors and the CEO.

The resolution according to this item 15 requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

### **Number of shares and votes**

The total number of shares in the Company as of the date of this notice amounts to 180,491,889 shares, of which 7,619,439 shares are of series A, corresponding to 7,619,439 votes, and 172,872,450 shares are of series B, corresponding to 17,287,245 votes. The total number of votes in the Company amounts to 24,906,684.

### **Documentation**

Annual report and auditor's report for 2021, auditor's opinion in accordance with Chapter 8, Section 54 of the Swedish Companies Act regarding guidelines for remuneration for senior executives, the board of directors' remuneration report in accordance with Chapter 8, Section 53a of the Swedish Companies Act and proxy forms are available at the Company at Grev Turegatan 30, SE-114 38 Stockholm and on the Company's website, [www.addvisigroup.se](http://www.addvisigroup.se), no later than three weeks before the meeting and are sent to shareholders who so request and state their e-mail or postal address.

## **Processing of personal data**

For information on how the Company processes your personal data, please refer to the privacy policy available on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-policy-bolagsstammor-svenska.pdf>, and the Company's website, <https://www.addvisigroup.se/dokumentation/policy/>. ADDvise Group AB (publ) has corporate registration number 556363-2115 and registered office in Stockholm.

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Stockholm in April 2022  
**ADDvise Group AB (publ)**  
*The board of directors*