

Notice of annual general meeting in Biosergen AB

The shareholders of Biosergen AB, Reg. No. 559304-1295, are invited to attend the annual general meeting to be held on Wednesday 31 May 2023 at Fogdevreten 2A, SE-171 65 Solna, at 14:00.

Right to participate and notice of participation

Shareholders wishing to participate in the annual general meeting must:

- *partly* be listed in the company's share register kept by Euroclear Sweden AB as of Tuesday 23 May 2023; and
- *partly* have given a notice of their intent to participate to the company no later than on Thursday 25 May 2023 by post to Setterwalls Advokatbyrå AB, Att. Gustav Johansson, Box 4501, 203 20 Malmö, Sweden, or by e-mail to niels.laursen@biosergen.net. The notification should specify the shareholder's complete name, personal identity number or company registration number, the number of shares held by the shareholder, address and telephone number during work hours.

Trustee-registered shares

Shareholders whose shares are registered in the name of a bank or other nominee or trustee must, to be able to exercise their voting rights at the annual general meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so-called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than Thursday 25 May 2023. Accordingly, shareholders must notify their trustee and request such voting rights registration well before this date.

Proxy etc.

A proxy representing a shareholder must bring a valid written power of attorney to the annual general meeting that is dated and signed by the shareholder. The power of attorney shall not be dated more than one year before the date of the annual general meeting, unless it specifically stipulates that it will remain valid and in effect for a longer period of time (but not longer than five years). Should the power of attorney be issued by a legal entity, a copy of a registration certificate (*Sw.* registreringsbevis) or equivalent document shall be presented at the meeting. In order to facilitate the preparations before the meeting, a copy of the power of attorney and other proof of authority should be attached to the notice of participation submitted in advance. A template power of attorney can be found at the company's website (www.biosergen.net) and will be sent by mail to the shareholders who request it and state their address.

Proposed agenda

0. Opening of the meeting.
1. Election of chairman of the meeting.
2. Preparation and approval of voting register.
3. Approval of the agenda.

4. Election of one or two persons to attest the minutes.
5. Determination of whether the meeting was duly convened.
6. Address by the CEO.
7. Presentation of the annual report and the auditor's report and the consolidated annual report and the auditor's report on the consolidated annual report.
8. Resolutions regarding
 - a) adaption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet;
 - b) allocation of the company's result according to the adopted balance sheet; and
 - c) discharge from liability for board members and the managing director.
9. Determination of the number of board members and deputies as well as auditors and deputy auditors.
10. Determination of fees for the board of directors and the auditors.
11. Election of the board of directors and auditor.
12. Resolution on issue authorisation.
13. Resolution on amendment of the articles of association.
14. Closing of the meeting.

Proposed resolutions

Item 1: Election of chairman of the meeting

Major shareholders propose that lawyer Gustav Johansson is elected as chairman of the meeting.

Item 8 b: Resolution on allocation of the company's result according to the adopted balance sheet

The board of directors proposes that no dividend is paid and that available funds are carried forward to a new account.

Item 9: Determination of the number of board members and deputies as well as auditors and deputy auditors

Major shareholders propose that five ordinary board members, without deputies, are elected until the end of the next annual general meeting. Major shareholders further propose that one registered public accounting firm, without deputies, is appointed as auditor until the end of the next annual general meeting.

Item 10: Determination of fees for the board of directors and the auditors

Major shareholders propose that remuneration to the board shall be paid with EUR 40,000 to the chairman of the board (unchanged since previous year) and with EUR

25,000 to each of the other board members who are not employed by the company (unchanged since previous year). Major shareholders further propose that remuneration to the auditor shall be paid in accordance with customary norms and approved invoice.

Item 11: Election of the board of directors and auditor

Major shareholders propose that Torsten Goesch, Achim Kaufhold, Marianne Kock, Henrik Moltke, and Mattias Klintemar are re-elected as ordinary board members. Furthermore, major shareholders propose re-election of Torsten Goesch as chairman of the board. The current board members Lena Degling Wikingsson and Hanne Mette Dyrлие Kristensen have declined re-election.

Information on the board members who are proposed for re-election can be found in the annual report and at the company website (www.biosergen.net).

Major shareholders finally propose that Öhrlings PricewaterhouseCoopers AB is re-elected as auditor. Öhrlings PricewaterhouseCoopers AB has informed that Johan Engstam will continue to be appointed as the responsible auditor.

Item 12: Resolution on issue authorisation

The board of directors proposes that the annual general meeting resolves to authorise the board of directors, up until the next annual general meeting, at one or several occasions, with or without deviation from the shareholders' preferential rights and with or without provisions regarding contribution in kind, set-off or other conditions, to issue shares, convertibles and/or warrants.

The reason for why a deviation from the shareholders' preferential rights should be possible is to enable the company to source working capital, to be able to execute acquisitions of companies or operating assets as well as to enable new issues to industrial partners within the framework of partnerships and alliances. In case the authorisation is used for a new issue with deviation from the shareholders' preferential rights, the issue shall be made on market terms.

Item 13: Resolution on amendment of the articles of association

The board of directors proposes that the annual general meeting resolves to amend the company's articles of association as follows:

§ 7 Bolagsstämma / General meetings

Current wording

Kallelse till bolagsstämma ska ske genom annonsering i Post- och Inrikes tidningar samt på bolagets webbplats. Att kallelse skett ska annonseras i Svenska Dagbladet.

Notice of shareholders' meetings shall be published in the Swedish Official Gazette and be kept available on the company's website. An announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

Aktieägare som vill delta i förhandlingarna på bolagsstämma ska anmäla detta till bolaget senast den dag som anges i kallelsen till stämman. Sistnämnda dag får inte vara sön-

dag, annan allmän helgdag, lördag, midsommarafton, julafton eller nyårsafton och inte infalla tidigare än femte vardagen före stämman.

Shareholders who wish to participate in a shareholders' meeting shall provide notification of their intention to attend the meeting no later than on the date stipulated in the notice convening the shareholders' meeting. The latter mentioned day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the fifth weekday prior to the meeting.

Proposed wording

Kallelse till bolagsstämma ska ske genom annonsering i Post- och Inrikes tidningar samt på bolagets webbplats. Att kallelse skett ska annonseras i Svenska Dagbladet.

Notice of general meetings shall be published in the Swedish Official Gazette and be kept available on the company's website. An announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

Aktieägare som vill delta i förhandlingarna på bolagsstämma ska anmäla detta till bolaget senast den dag som anges i kallelsen till stämman. Sistnämnda dag får inte vara söndag, annan allmän helgdag, lördag, midsommarafton, julafton eller nyårsafton och inte infalla tidigare än femte vardagen före stämman.

Shareholders who wish to participate in a general meeting shall provide notification of their intention to attend the meeting no later than on the date stipulated in the notice convening the general meeting. The latter mentioned day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the fifth weekday prior to the meeting.

Bolagsstämma ska hållas i Solna, Stockholm eller Malmö.

General meetings shall be held in Solna, Stockholm or Malmö.

Particular majority requirements

For valid resolutions on the proposals pursuant to items 12 and 13, the proposals have to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the meeting.

Disclosures at the annual general meeting

Shareholders present at the annual general meeting have the right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551).

Meeting documents

Accounting documents, complete proposals and other documents before the annual general meeting will be available at the company's office, Fogdevreten 2, SE-171 65 Solna, Sweden and at the company's website (www.biosergen.net) as from no later than three weeks before the annual general meeting, and will also be sent to shareholders who request it and state their address. Copies of the documents will also be available at the annual general meeting.

Number of shares and votes in the company

As of the date of this notice to attend the annual general meeting, the total number of shares and votes in the company amounts to 42 427 660. The company does not hold any own shares.

Processing of personal data

For information on how your personal data is processed, see <https://www.euro-clear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Solna in April 2023
Biosergen AB (publ)
The Board of Directors