

N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.



## Notice convening the Extraordinary General Meeting in Isofol Medical AB (publ) 4 January 2024

Shareholders in Isofol Medical AB (publ), Reg. No. 556759-8064, with its registered office in Gothenburg, Sweden, are hereby invited to attend the Extraordinary General Meeting on Thursday, 4 January 2024 at 3:00 p.m. at Biotech Center, Arvid Wallgrens backe 20, Fl. 5, Gothenburg, Sweden. Registration starts at 2:30 p.m. and ends when the general meeting is opened.

The Extraordinary General Meeting has been prompted by the Board of Directors, on 9 November 2023, receiving a written request for convening an Extraordinary General Meeting from shareholders with a total shareholding corresponding to more than 10 percent of the shares in the company (the "**Minority Shareholders**").

The Board of Directors have, in accordance with the company's articles of association, resolved that shareholders shall be afforded the opportunity to exercise their voting rights by voluntary advance voting. Shareholders may thereby choose to exercise their voting rights at the Extraordinary General Meeting by attendance in person, through a proxy, or through voluntary advance voting.

### **NOTICE OF ATTENDANCE AND ADVANCE VOTING ETC.**

Right to attend the Extraordinary General Meeting and notice of attendance.

#### **Attendance in person**

A Shareholder who wishes to attend the Extraordinary General Meeting in person shall:

- firstly, be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on Friday, 22 December 2023 (for nominee-registered shares see "*Nominee-registered shares*" below); and
- secondly, not later than Thursday, 28 December 2023, give notice of attendance attend via post to Isofol Medical AB (publ), "EGM 2024", Att. Roy Jonebrant, Arvid Wallgrens backe 20, SE-413 46 Gothenburg, Sweden, or via e-mail to [extrastamma@isofolmedical.com](mailto:extrastamma@isofolmedical.com).

The shareholders shall in their notice of attendance state name (company name), personal identification number or company registration number, address, phone number and, as applicable, information about any advisors (maximum two), proxies or representatives. Information delivered upon notice to attend will be processed and used for the General Meeting only. See below for further information on processing of personal data.

Shareholders who intend to be represented by proxy, shall issue a dated power of attorney for the proxy. If the power of attorney is executed by a legal person a certified copy of the certificate of incorporation or equivalent should be attached. The power of attorney may not be older than one (1) year, however, it may be older provided that the power of attorney according to its wording is valid for a longer period, although, not more than five (5) years from

its issuance. The certificate of incorporation must not have been issued earlier than one year before. The power of attorney in original and, where applicable, the certificate of incorporation should be submitted by post to the company to the address set forth above, well in advance of the Extraordinary General Meeting. Proxy forms are available on the company's website [www.isofolmedical.com](http://www.isofolmedical.com).

### **Attendance through advance voting**

A Shareholder who wishes to attend the Extraordinary General Meeting through voluntary advance voting shall:

- *firstly*, be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on Friday, 22 December 2023 (for nominee-registered shares see "*Nominee-registered shares*" below); and
- *secondly*, give notice of attendance by submitting its advance vote in accordance with the instructions below so that the advance voting form is received by the company not later than Thursday, 28 December 2023.

A shareholder who wishes to attend the Extraordinary General Meeting in person or represented by a proxy must give notice thereof in accordance with what is set out under "*Attendance in person*" above. This means that a notice of attendance by advance voting only is not sufficient for a person who wishes to attend the General Meeting in person.

A special form shall be used for advance voting. The advance voting form will be available on the company's website, [www.isofolmedical.com](http://www.isofolmedical.com), in accordance with "*Documents*" below. A completed and signed form may be submitted by post to Isofol Medical AB (publ), "EGM 2024", Att. Roy Jonebrant, Arvid Wallgrens Backe 20, SE-413 46 Gothenburg, Sweden, or by e-mail to [extrastamma@isofolmedical.com](mailto:extrastamma@isofolmedical.com). The completed form shall be received by the company not later than Thursday 28 December 2023. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e., the advance vote in its entirety) is invalid. Further instructions and conditions are included in the advance voting form.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed with the advance voting form. Proxy forms will be available on the company's website, [www.isofolmedical.com](http://www.isofolmedical.com), in accordance with "*Documents*" below. If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed. If a shareholder has submitted an advance and then attends the General Meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the General Meeting or otherwise withdraws the advance vote cast. If the shareholder chooses to participate in a voting procedure at the General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

### **Nominee-registered shares**

To be entitled to participate in the General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation or submitting an advance vote, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Friday 22 December 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Thursday 28 December 2023 are taken into account when preparing the share register.

## PROPOSED AGENDA

1. Opening of the General Meeting.
2. Election of chairperson at the General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
6. Determination of whether the General Meeting has been duly convened.
7. Determination of number of Board members.
8. Determination of fees for the Board members.
9. Election of new members of the Board.

*The Minority Shareholders' proposal for election of new members of the Board of Directors:*

- a. Jan-Eric Österlund (new election)
  - b. Lars Lind (new election)
  - c. Sten Nilsson (new election)
  - d. Helena Taflin (new election)
10. Closing of the Extraordinary General Meeting

### Item 7 – Determination of number of Board members

The Minority Shareholders propose that the General Meeting resolves that the number of members of the Board of Directors shall be seven (7) ordinary members with no deputies, less with the current members who may wish to resign.

### Item 8 – Determination of fees for the Board members

The Minority Shareholders propose that the General Meeting resolves that any newly elected members of the Board of Directors shall receive remuneration for their work as members of the Board of Directors in accordance with the remuneration level resolved by the Annual General Meeting 2023, proportionate to the length of the term of office.

### Item 9 – Election of new members of the Board of Directors

The Minority Shareholders propose the election of Jan-Eric Österlund, Lars Lind, Sten Nilsson and Helena Taflin as new members of the Board of Directors. All elections for the period until the end of the next Annual General Meeting.

### Information about the proposed new members of the Board of Directors

#### **Jan-Eric Österlund**

Jan-Eric Österlund was Chairman of the Board of Directors of Isofol from 2012 to 2018, a member of the Board of Directors from February 2023 to June 2023, and has over 40 years of experience in industrial development as an investor, CEO and member of the Board of Directors of both listed and unlisted companies, several of which are active within life science.

#### **Lars Lind**

Lars Lind, as a representative of Yield Life AB, founded Isofol together with Bengt Gustavsson and was Chairman of the Board of Directors of Isofol until 2012. He was then a member of the Board of Directors until 2018 and has since 2020 alternately been Chairman or member of the Nomination Committee of Isofol. Lars has extensive experience in business development both as a business leader, as a member of Boards of Directors, and as an investor.

#### **Sten Nilsson**

Sten Nilsson has been a professor of oncology at Karolinska Institutet and has been an advisor to companies such as Bayer Healthcare, Novartis, AstraZeneca, Pharmacia/Pfizer, Roche and Lilly. He has also been a member of Isofol Medical's Advisory Board during 2016 – 2018.

**Helena Taflin**

Helena Taflin is a chief surgeon and a head of section at the Sahlgrenska Hospital Transplantation Center. Helena earned her PhD with a thesis on the folate mechanism of colorectal cancer.

**MISCELLANEOUS**

**Number of shares and votes**

The number of shares and votes in the company amounts to 161,515,440 per the day for the issuance of this convening notice. All shares are of the same class. The company does not hold any treasury shares.

**Documents**

Advance voting forms and proxy forms will, not later than three weeks prior to the Extraordinary General Meeting, be kept available at the company's premises at Biotech Center, Arvid Wallgrens Backe 20, 5th floor, Gothenburg, Sweden and at the company's website [www.isofolmedical.com](http://www.isofolmedical.com). The documents will be sent to those shareholders who so request and state their postal address or e-mail address, free of charge.

The proposals under the respective item are fully formulated in this convening notice.

**Information at the Extraordinary General Meeting**

The Board of Directors and the CEO shall, if requested by a shareholder, and if the Board of Directors believe it can be done without material harm to the company, at the extraordinary general meeting provide information regarding circumstances that may affect the assessment of an item on the agenda, and the company's or subsidiaries financial situation, or the company's relation to other group companies.

**Processing of personal data**

For information about how your personal data is processed, it is referred to the privacy notice available at Euroclear's webpage:

[www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf).

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Gothenburg in November 2023

**Isofol Medical AB (publ)**

*The Board of Directors*