



## **Notice of Extraordinary General Meeting in Moberg Pharma AB (publ)**

**Shareholders in Moberg Pharma AB (publ), reg. no. 556697-7426 (the “Company”), are hereby convened to the Extraordinary General Meeting on 3 May 2022.**

*Due to the coronavirus and in an effort to reduce the spread, the Board of Directors has resolved that the Extraordinary General Meeting will be held without the physical presence of shareholders, representatives and third parties, and that the shareholders will only be able to exercise their voting rights through postal voting in accordance with the instructions specified below. Information regarding the resolutions passed by the Extraordinary General Meeting will be published on 3 May 2022 as soon as the results of the postal voting have been finalized.*

### **Attendance at the Extraordinary General Meeting**

Shareholders who wish to participate in the Extraordinary General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB (“Euroclear”) on 25 April 2022,
- notify their intention to participate by submitting their postal vote in accordance with the instructions under the heading “Postal voting” below in such a manner that the Company has received the postal vote by 2 May 2022 at the latest.

To be entitled to participate in the Extraordinary General Meeting, shareholders whose shares are held in the name of a nominee must, in addition to providing notification of their participation in the Extraordinary General Meeting by submitting their postal vote, re-register the shares in their own name so that the shareholders are registered in the share register on the record date on 25 April 2022. This re-registration may be temporary (so-called “voting right registration”) and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee no later than 27 April 2022, are considered when preparing the share register. Please note that this procedure may also apply with respect to shares held on a bank’s shareholder deposit account and certain investment savings accounts.

### **Postal voting**

The Board of Directors has decided that the shareholders may exercise their voting rights only by postal voting, pursuant to the Temporary Exemptions to Facilitate the Execution of General Meeting in Companies and Associations Act (2022:121). A special form is to be used for postal voting. The form is available on the Company’s website <https://www.mobergpharma.com/investors/corporate-governance/general-shareholders-meetings>. The completed and signed postal voting form may be sent by mail to Moberg Pharma AB (publ), Attn: Malin Nilsson, Gustavslundsvägen 42, 5 tr., 167 51 Bromma, Sweden or by e-mail to [malin.nilsson@mobergpharma.se](mailto:malin.nilsson@mobergpharma.se). The completed form must reach the Company by 2 May 2022 at the latest.

The conditions and instructions for postal voting are presented on the form. Shareholders are not allowed to include special instructions or conditions in the postal vote. If such instructions or conditions are included in the postal vote, the vote (meaning the postal vote in its entirety) will be null and void.

If shareholders wish to cast their postal vote through a proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the postal voting form. The power of attorney form is available on the Company’s website <https://www.mobergpharma.com/investors/corporate->



governance/general-shareholders-meetings. If the shareholder is a legal entity, a registration certification or an equivalent authorization document must be enclosed along with the form.

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

As per the date of this notice, there are a total of 46,681,123 ordinary shares in the Company, corresponding to in total 46,681,123 votes. Each ordinary share entitles the holder to one vote at the general meeting. No series C shares have been issued. At the time of issuing this notice, the Company holds 1,464,746 ordinary shares that do not qualify for voting rights at the general meeting.

### **Proposed Agenda**

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting list
5. Determination whether the Meeting has been duly convened
6. Approval of the agenda
7. Resolution regarding approval of the Board of Directors' resolution to issue ordinary shares
8. Closing of the Meeting

### **PROPOSALS FOR RESOLUTION**

#### **Election of Chairman of the Meeting (item 2)**

The Board of Directors proposes Emil Hedberg, member of the Swedish Bar Association, from Advokatfirman Schjødt, or the person appointed by the Board of Directors if he has an impediment to attend, to be appointed as Chairman of the Meeting.

#### **Election of one or two persons to verify the minutes (item 3)**

The Board of Directors proposes Ewa Karlsson, or the person appointed by the Board of Directors if she has an impediment to attend, is elected to approve the minutes. The task of approving the minutes also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Extraordinary General Meeting.

#### **Preparation and approval of the voting list list (item 4)**

For voting list is proposed the voting list prepared by the Company, based on the share register as of 25 April 2022 and the postal votes received, and verified by the certifier.

#### **Resolution regarding approval of the Board of Directors' resolution to issue ordinary shares (item 7)**

The Board of Directors proposes that the Extraordinary General Meeting approves the Board of Directors' resolution on a new share issue of ordinary shares with pre-emptive rights for the shareholders on the following terms and conditions:

1. The company's share capital shall increase with up to SEK 5,251,626 through a new issue of up to 52,516,260 new ordinary shares.
2. The share premium shall be transferred to the unrestricted premium reserve.
3. Each share held on the record date entitles the holder to one subscription right; eight subscription rights entitle to subscribe for nine new ordinary shares.



4. The record date for participation in the issue of shares with pre-emptive rights shall be 11 May 2022.
5. The subscription price shall be SEK 2.30 per ordinary share.
6. In the event that not all ordinary shares are subscribed for with the support of subscription rights, the Board of Directors shall, within the maximum amount of the new issue of ordinary shares, resolve on the allotment of ordinary shares to those who have subscribed for ordinary shares without the support of subscription rights in accordance with the following allotment principles:
  - Firstly, allotment shall be made to those who have subscribed for ordinary shares through subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription, in proportion to the number of subscription rights each subscriber exercised for subscription and, to the extent this is not possible, by drawing lots.
  - Secondly, allotment shall be made to others who have subscribed for ordinary shares without the support of subscription rights, and, in the event that they cannot receive full allotment, in proportion to the number of ordinary shares each subscriber subscribed for and, to the extent this is not possible, by drawing lots.
  - Thirdly and finally, any remaining ordinary shares shall be allotted to the guarantors who have entered into guarantee commitments in proportion to the size of the guarantee commitment and, to the extent this is not possible, by drawing lots.
7. Subscription of new ordinary shares through subscription rights shall take place through simultaneous cash payment during the period from 13 May 2022 to and including 27 May 2022. Subscription of new shares without the support of subscription rights shall take place during the same period on a separate subscription list. Payment for new ordinary shares subscribed for without the support of subscription rights must be made in cash no later than the third banking day after the settlement note showing the allotment of shares has been sent out.
8. The Board of Directors shall be entitled to extend the subscription and payment period.
9. The new ordinary shares entitle the holder to a dividend for the first time on the record date for the dividend that occurs immediately after the registration of the new share issue at the Swedish Companies Registration Office.

The CEO or a person appointed by the CEO shall be authorised to make any minor adjustment required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

#### **Shareholders' right to request information**

If a shareholder so requests and the Board of Directors considers it possible without this resulting in material damage to the Company, the Board of Directors and the CEO must provide information concerning conditions that could influence the assessment of items on the agenda, information concerning conditions that could influence assessments of the financial condition of the Company or subsidiaries as well as the Company's relationship with another Group company. Requests for such information questions are to be submitted to the Company no later than ten days prior to the Extraordinary General Meeting, that is, no later than 23 April 2022, to address Moberg Pharma AB (publ), Attn: Malin Nilsson, Gustavslundsvägen 42, 5 tr, 167 51 Bromma, Sweden, or by e-mail to malin.nilsson@mobergpharma.se. Such information will be made available on the Company's website <https://www.mobergpharma.com/investors/corporate-governance/general-shareholders-meetings> and at the Company's head office at Gustavslundsvägen 42 in Bromma no later than 28 April 2022. Information will also be sent to shareholders who requested the information and provided an address.



### **Documents**

Postal voting forms and forms for power of attorney are available for shareholders at the Company and on the Company's website [www.mobergpharma.se](http://www.mobergpharma.se). Resolution documents will be made available to the shareholders at the Company and on the Company's website, [www.mobergpharma.se](http://www.mobergpharma.se), no later than three weeks before the meeting and will be sent free of charge to the shareholders who request it from the Company and state their address.

### **Processing of personal data**

For information on how personal data is processed in connection with the Extraordinary General Meeting, see the integrity policy that is available at Euroclear's website, <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

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Stockholm in April 2022  
**Moberg Pharma AB (publ)**

*The Board of Directors*

The information was submitted for publication at 10:00 a.m. (CET) on 8 April 2022.