

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

The shareholders in LIDDS AB (publ) (reg. no. 556580-2856) (the “**Company**” or “**LIDDS**”) are hereby convened to the Extraordinary General Meeting on Friday, 11 March 2022 at 12.00 (CET) in the Company’s premises at Uppsala Business Park with visiting address Rapskatan 7, Uppsala.

### **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 Thursday, 3 March 2022, and
- give notice of attendance to the Company under address: LIDDS AB (publ), Attn. Jenni Björnulfson, Virdings Allé 32B, 754 50 Uppsala or by e-mail to info@liddspharma.com, at the latest on Monday, 7 March 2022.

When giving notice of attendance, shareholders must state their name, civil registration number or corporate registration number, address, telephone number and, where applicable, number of accompanying assistants (no more than two). Shareholders can participate and vote at the Extraordinary General Meeting personally or by proxy.

### **Nominee-registered shares**

Those shareholders who has registered the shares with a bank or another nominee must, in order to be entitled to attend the Extraordinary General Meeting, temporary register the shares for voting in its own name (voting registration). The nominee must have performed the voting registration with Euroclear by Monday, 7 March 2022, at the latest. Therefore, the shareholder must contact its nominee well in advance of such day and request that the nominee effectuate such registration.

### **Proxy**

Shareholders represented by proxy shall issue a written, signed and dated power of attorney for the proxy. A power of attorney may be valid for up to five years from issuance if specifically indicated. If no period of validity is indicated, the power of attorney is valid for a maximum of one year. Shareholders represented by proxy should submit a power of attorney in original, along with other authorisation documents, when giving notice of attendance to the Extraordinary General Meeting, and shall, at the latest, present such documents at the entrance to the Extraordinary General Meeting. A form of power of attorney is provided on the Company’s website [www.liddspharma.com](http://www.liddspharma.com) and is sent to those shareholders who request it and state their postal address. Representatives of legal persons must present a copy of the legal person’s certificate of registration and/or other authorisation documents demonstrating the right to act on behalf of the legal person.

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

As per the date of this notice, there are a total of 33,989,791 shares and votes in the Company. The Company holds no own shares.

### **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 one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Proposal for resolution on authorisation for the Board of Directors to issue convertibles
8. Closing of the meeting

### **Proposals for resolution**

#### **Election of Chairman of the meeting (Item 2)**

The Board of Directors proposes to elect Jan Törnell as Chairman of the Extraordinary General Meeting.

## **Proposal for resolution on authorisation for the Board of Directors to issue convertibles (Item 7)**

### Background to the proposal

On 22 February 2022, the Company announced that it has entered into an agreement (the "**Financing Agreement**") with Nice & Green S.A., a private Swiss company that specialises in tailored financing solutions ("**N&G**"). According to the Financing Agreement, N&G has committed to subscribe for convertibles with a total nominal amount of up to SEK 40,800,000, divided into four tranches of SEK 10,200,000 each. Pursuant to the Financing Agreement, the Company has undertaken to procure that a general meeting of the shareholders in the Company resolves to authorise the Board of Directors to resolve on issues of convertibles.

Due to registration technical reasons, each resolution regarding issue of convertibles must stipulate a minimum conversion rate. At each issue resolution, this minimum conversion rate forms the basis for the maximum number of shares that may be issued upon conversion of issued convertibles. According to the Financing Agreement, the convertibles are convertible into shares at a conversion rate corresponding to the highest of (i) a certain minimum rate to be calculated based on, *inter alia*, the number of outstanding tranches under the Financing Agreement and the limitations of the articles of association at the time for the issue of each convertible (the "**Minimum Rate**") and (ii) 93 per cent. of the lowest daily volume-weighted average price for the Company's share during the six trading days preceding the request for conversion.

If the proposed authorisation is approved, and based on the initial Minimum Rate pursuant to the above, the Board of Directors shall, until the next Annual General Meeting, be able to resolve on issues of convertibles that entitles for conversion to a maximum of 25,760,209 shares. However, it should be noted that as long as 93 per cent. of the lowest daily volume-weighted average price for the Company's share during the six trading days preceding the day for the request for conversion exceeds the Minimum Rate, the conversion rate so calculated will be applied and the number of shares issued at conversion will then be lower than the maximum number as per the above. For further information regarding the Financing Agreement, please refer to the Company's press release on 22 February 2022.

### The Board of Directors' proposal

The Board of Directors proposes that the Extraordinary General Meeting authorises the Board of Directors to, within the scope of the articles of association, with deviation from the shareholders' pre-emption rights, on one or several occasions during the period until the next Annual General Meeting, resolve to issue convertibles in the Company. Such issues may only be made in accordance with the Financing Agreement and the number of shares that may be issued upon conversion of so issued convertibles shall be a maximum of 25,760,209 shares.

The purpose of the authorisation and the reason for deviation from the shareholders' pre-emption rights is for the Company to be able to draw tranches under the Financing Agreement and thereby being able to meet such need for flexible financing that the Company's product development operations require.

The Board of Directors proposes that the Board of Directors, the Chief Executive Officer or any person appointed by the Board of Directors, shall be authorised to make any minor amendments and clarifications of the Extraordinary General Meeting's resolution that are required in connection with the registration of the resolution with the Companies Registration Office.

### Majority requirement

A valid resolution in accordance with the Board of Director's proposal requires that shareholders representing not less than two-thirds of the votes cast as well as of the shares represented at the meeting approve the resolution.

### **Information at the Extraordinary General Meeting**

The Board of Directors and the Chief Executive Officer shall according to the Companies Act, at the request by a shareholder and provided that it can be done without material damage to the Company, at the General Meeting disclose information regarding circumstances that may affect the assessment of an item on the agenda for the Extraordinary General Meeting. Shareholders wishing to submit questions in advance may send them to LIDDS AB (publ), Attn. Jenni Björnulfson, Virdings Allé 32B,

754 50 Uppsala or by e-mail to [info@liddspharma.com](mailto:info@liddspharma.com).

### **Documents**

Documents according to the Companies Act will be available for shareholders at the Company and on the Company's website [www.liddspharma.com](http://www.liddspharma.com), no later than two weeks before the Extraordinary General Meeting. All of these documents will also, without charge, be sent to shareholders who so request and state their address. The documents will also be available at the Extraordinary General Meeting.

### **Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Uppsala in February 2022

**LIDDS AB (publ)**

*The Board of Directors*