

Press Release

Abliva AB (publ), 556595-6538
31 March 2021 18:45:00 CEST - Lund,
Sweden



Notice of Extraordinary General Meeting of Abliva AB (publ)

The shareholders of Abliva AB (publ), 556595-6538, are hereby convened to the Extraordinary General Meeting ("EGM") to be held on Thursday 29 April 2021.

Due to the continued spread of the coronavirus and the authorities' regulations/advice on avoiding public gatherings in order to reduce the risk of infection spreading, the Board of Directors has resolved that the EGM will be held without physical presence of shareholders, proxies or external parties and that shareholder only can exercise their voting rights by postal voting in accordance with the procedure prescribed below. Information on the resolutions passed at the EGM will be published on Thursday 29 April 2021, as soon as the result of the voting has been finally confirmed.

Entitlement to participate and notification

Shareholders that wish to participate in the EGM by postal voting shall:

- be included in the share register maintained by Euroclear Sweden AB on Wednesday 21 April 2021 and
- give notice of participation by submitting their postal vote in accordance with the instructions under the heading *Postal voting* below, so that the postal vote is received by the company, through Computershare AB, no later than Wednesday 28 April 2021.

Nominee-registered shares

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the meeting. In addition to giving notice of participation by submitting its postal vote, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date Wednesday 21 April 2021. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee's routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than Friday 23 April 2021 will be taken into account in the preparation of the share register.

Postal voting

The shareholders may only exercise their voting rights at the EGM by voting in advance, so-called postal voting, in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form must be used for the postal vote. The form for postal voting is available on the company's website www.abliva.com and can also be sent by mail to shareholders at the request by telephone no 0771-24 64 00. Submitting of the postal voting form in accordance with the below will be considered as notice of attendance.

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Completed and signed forms for postal voting shall be sent by mail to Computershare AB, "Abliva AB's EGM", Box 5267, 102 46 Stockholm and must be received by Computershare AB on Wednesday 28 April 2021 at the latest. Postal voting form may also be submitted electronically by verification through BankID in accordance with instructions at the company's website www.abliva.com or by sending the completed postal voting form by e-mail to info@computershare.se together with power of attorney and other documentation of authority. The Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

Proxies etc.

If the shareholders votes in advance by proxy, a power of attorney must be attached to the form. If the shareholder is a legal entity, a certificate of registration or corresponding authorisation documents must be attached to the form. Proxy forms are available at request and on the company's website, www.abliva.com.

Number of shares and votes

At the time of publication of this Notice, the total number of shares and votes of the company is 296,340,132. The company does not hold any treasury shares.

Proposed agenda:

1. Election of a chair of the meeting.
2. Election of one or two persons to verify the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Consideration of whether the meeting has been duly convened.
6. Approval of the Board of Directors' resolution to issue shares with deviation from the shareholders' preferential rights.
7. Closing the meeting.

Proposed resolutions in brief:

Election of a chair of the meeting (item 1)

The Board of Directors proposes that Lawyer Annika Andersson, Cirio Law firm, or in her absence, a person appointed by the Board of Directors, shall be appointed chairperson of the EGM.

Election of one or two persons to verify the minutes (item 2)

The Board of Directors proposes the shareholder Andreas Inghammar, and the shareholder Kristina Ingvar, or, in the event of absence of one of both of them, the person or persons instead appointed by the Board of Directors, to verify the minutes. The assignment to verify the minutes shall also include verifying the voting list and that postal votes received are correctly reflected in the minutes of the meeting.

Preparation and approval of the voting list (item 3)

The voting list proposed for approval under item 3 on the agenda is the voting list prepared by Computershare AB on behalf of the company, based on the share register for the EGM and received postal votes, and approved by the persons assigned to verify the minutes.

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Approval of the Board of Director's resolution to issue shares with deviation from the shareholders' preferential rights (item 6)

The Board of Directors proposes that the EGM approves the Board of Directors' resolution on 30 March 2021 to increase the company's share capital with no more than SEK 3,703,265.30 by an issue of no more than 74,065,306 shares on the terms and conditions set out below.

The right to subscribe for new shares shall, with deviation from the shareholders' preferential rights, belong to Erik Penser Bank AB (publ), for further delivery to certain contacted investors.

The reason for the deviation from the shareholders' preferential rights is to be able to carry out a capital raise in a timely and cost-effective manner as well as to broaden the company's ownership.

Subscription shall be made on a subscription list on 29 April 2021. The Board of Directors shall have the right to extend the subscription period.

The subscription price is SEK 0.05 per share, which corresponds to the shares quota value. The subscription price has been deemed appropriate by the Board of Directors since Erik Penser Bank AB (publ), through a separate agreement, has undertaken to, when the shares on the settlement date have been paid by and delivered to the investors who have received shares through the bookbuilding procedure, as a contribution transfer an amount to the company corresponding to the total price determined in the bookbuilding procedure less the paid subscription price of SEK 0.05 per share offered in the bookbuilding procedure.

Payment for new shares shall be made no later than 30 April 2021 through payment in cash. The Board of Directors shall have the right to extend the payment period.

The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.

The CEO, or any other person appointed by the Board of Directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

A resolution in accordance with the Board of Directors' proposal according to above requires the approval of shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Shareholders' right to receive information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it may be done without material harm to the company, provide information about circumstances that may affect the assessment of an item on the agenda. A request for such information shall be made in writing to Abliva AB (publ), Medicon Village, Att: Catharina Johansson, Scheelevägen 2, 223 81 Lund, Sweden or by e-mail to: anmalan@abliva.

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[com](#) no later than Monday 19 April 2021. The information will be disclosed by making it available at the company's office and the company's website, www.abliva.com, no later than Saturday 24 April 2021. The information will also be sent, within the same period of time, to the shareholders who requested it and stated their postal address or e-mail address.

Other

The Board of Directors' complete proposals as well as other documents according to the Swedish Companies Act will be held available at the company's office, Medicon Village, Scheelevägen 2, 223 81 Lund, Sweden and at the company's website www.abliva.com from no later than three weeks prior to the EGM and will be sent to those shareholders that so request and state their mail address.

Processing of personal data

For information on how your personal data is processed in connection with the EGM, see the privacy notice on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Lund, Sweden, March 2021

Abliva AB (publ)

The Board of Directors

For more information, please contact:

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Abliva – Delivering mitochondrial health

Abliva develops medicines for the treatment of primary mitochondrial diseases. These congenital, rare, and often very severe diseases occur when the cell's energy provider, the mitochondria, do not function properly. The company is focused on two projects. KL1333, a powerful NAD⁺ regulator, is in clinical development and has been granted orphan drug designation in Europe and the US. NV354, an energy replacement (succinate) therapy, is in preclinical development. Abliva, based in Lund, Sweden, is listed on Nasdaq Stockholm, Sweden (ticker: ABLI).

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Attachments

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