

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



Notice of Extraordinary General Meeting of Abliva AB (publ)

The shareholders of Abliva AB (publ), corporate identity number 556595-6538, are hereby convened to the Extraordinary General Meeting (the "EGM") to be held at 11.00 a.m. on Wednesday 8 March 2023 at Medicon Village, Scheeletorget 1, in Lund, Sweden, with admission for registration from 10.30 a.m.

Entitlement to participate and notification

Shareholders that wish to participate at the EGM shall:

- be included in the share register maintained by Euroclear Sweden AB as of Tuesday 28 February 2023, and
- notify the Company by email to anmalan@abliva.com or, in writing to Abliva AB (publ), Medicon Village, Att: Catharina Johansson, 223 81 Lund, Sweden, no later than Thursday 2 March 2023. Notifications must state full names, personal or corporate identity numbers, shareholdings, address, daytime telephone number, and where applicable, information on deputies or assistants (maximum of two). Where applicable, notifications should also enclose powers of attorney, certificates of registration and other legitimacy papers.

Nominee-registered shares

For shareholders who have their shares nominee-registered through a bank or other nominee, the following measures must be taken in order to be entitled to participate in the Meeting. In addition to giving notice of participation, 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 Tuesday 28 February 2023. 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 Thursday 2 March 2023 will be taken into account in the preparation of the share register.

Proxies etc.

If shareholders attend by proxy, such proxy must bring a written power of attorney, dated and signed by the shareholder to the Meeting. This power of attorney may not be older than one year, unless a longer term of validity (subject to a maximum of five years) is stated in the power of attorney. If the power of attorney has been issued by a legal entity, the proxy should also bring the relevant certificate of registration or corresponding legitimacy papers for the legal entity. To facilitate entry, a copy of the power of attorney and other legitimacy papers should be attached to the notification of attendance of the Meeting. Power of attorney forms are available from the Company's website www.abliva.com and can be sent by mail to shareholders that contact the Company stating their mail address.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



Number of shares and votes

At the time of publication of this Notice, the total number of shares and votes of the Company is 1,056,299,165. The Company does not hold any treasury shares.

Proposed agenda:

0. Opening the Meeting.
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. Determination of the number of Board members.
7. Election of the Board of Directors.
8. Determination of Board Fee to the new Board Member.
9. Resolution on a) implementation of the Employee Stock Option Program 2023/2027 to the CEO, b) directed issue of warrants to subsidiary, and c) approval of transfer of warrants.
10. Resolution on a) implementation of the Employee Warrant Program 2023/2027 through a directed issue of warrants to subsidiary, and b) approval of transfer of warrants to management and other key employees of the Company or its subsidiaries.
11. Resolution on implementation of a Warrant program for Board Member Edwin Moses.
12. Closing of the Meeting.

Proposed resolutions in brief:

Election of a Chair of the Meeting (item 1)

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

Determination of the number of Board members, election of the Board of Directors and determination of Board Fee to the new Board Member (item 6, 7 and 8)

The Nomination Committee proposes that the EGM resolves that the number of Board members shall be six. The Nomination Committee proposes the election of Edwin Moses as new Board Member. If the meeting decides in accordance with the proposal, the Board will after the election of Edwin Moses as new Board Member consist of David Laskow-Pooley (Chair of the Board), David Bejker, Denise Goode, Jan Törnell, Roger Franklin and Edwin Moses.

Edwin Moses (born 1954), Ph.D., is a serial entrepreneur and value creator in European life science companies. His primary focus is on high growth businesses, with a particular expertise in drug discovery and development. As a CEO, Dr. Moses has led successful IPOs (on the LSE, EuroNext and NASDAQ) and run the sales process for two businesses (Oxford Asymmetry International plc and Ablynx nv), generating values of £316M and €3.9BN respectively. At Ablynx, Dr Moses oversaw the whole process from discovery to approval and launch of Cablivi™, a product designed to treat an ultra-rare hematological disease. Dr. Moses holds a Ph. D. in Chemistry from the University of Sheffield (UK) and a Post-Doctoral Fellowship in

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



Biophysical Chemistry from the University of Regensburg (Germany). Dr Moses also serves as Chair of the Board at Achilles Therapeutics, Avantium, and LabGenius. Dr Moses has been involved in raising >€350M in equity financing in the last three years alone and he has over 30 years of Board level experience in more than 20 companies.

Dr. Moses, as well as his related natural or legal persons, holds no shares in Abliva and is non-affiliated to the Company, the management and to major owners.

Dr. Moses will join the Board as a Director and incoming Chair of the Board of Directors of Abliva, with the transition to Chair of the Board of Directors to be brought for resolution by the shareholders during the Annual General Meeting on 5 May 2023.

At the Annual General Meeting on 20 May 2022, it was decided that board fees of SEK 250,000 will be paid to each of the Board members. The Nomination Committee propose that board fee to the newly elected Board Member Edwin Moses should be paid the same rate proportionately for the mandate period until the next Annual General Meeting.

Resolution on a) implementation of the Employee Stock Option Program 2023/2027 to the CEO, b) directed issue of warrants to subsidiary, and c) approval of transfer of warrants (item 9)

The Board of Directors of Abliva AB, reg. no. 556595-6538, (the "**Company**") proposes that the Extraordinary General Meeting resolves a) to implement the Employee Stock Option Program 2023/2027, b) on a directed issue of warrants to Abliva Incentive AB, reg. no. 559283-6869, (the "**Subsidiary**") in order to fulfil the obligations under the Employee Stock Option Program 2023/2027, and c) to approve the transfer of warrants in the Company on the terms set forth below ("**Employee Stock Option Program 2023/2027**").

The Board of Directors considers it important and in the best interest of all the shareholders that the CEO of the Company, which is considered important for the Company's development, has a long-term interest in a positive value development of the Company's shares. A personal long-term shareholder engagement is expected to contribute to an increased interest in the Company's business and result, as well as to increase the participant's motivation and affinity with the Company and its shareholders.

a) Employee Stock Option Program 2023/2027

The Board of Directors proposes that the Extraordinary General Meeting resolves to implement the Employee Stock Option Program 2023/2027 in accordance with the following main terms:

1. The maximum aggregate number of common shares that can be issued pursuant to stock options under the Employee Stock Option Program shall be 17,500,000.
2. The stock options shall be offered to the CEO of the Company without consideration.
3. Each stock option confers the holder a right to acquire one new share in the Company against an exercise price corresponding to 100 per cent of the volume weighted average price for the Company's shares during the period from 24 February 2023 up to and including 8 March 2023, however, not less than the fair market value of the Company's share, established by an independent valuation, at the date of the allotment of the stock option. The exercise

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



price and number of shares that each stock option confers right to acquire may be recalculated in the event of certain corporate transactions, including a consolidation or share split, etc., in accordance with the terms of the Employee Stock Option Program and applicable law.

4. Allotment of the stock options to the participant shall take place on 15 March 2023, with a right for the Board of Directors to prolong the time limit. However, all stock options must be allotted on the same day.

5. The allotted stock options will be vested over a four-year period in accordance with the following:

a. 1/4 of the allotted stock options, or a proportion thereof, will be vested on 1 April 2024, provided that the participant is still employed within the group as of the mentioned date;

b. 1/4 of the allotted stock options, or a proportion thereof, will be vested on 1 April 2025, provided that the participant is still employed within the group as of the mentioned date;

c. 1/4 of the allotted stock options, or a proportion thereof, will be vested on 1 April 2026, provided that the participant is still employed within the group as of the mentioned date; and

d. 1/4 of the allotted stock options, or a proportion thereof, will be vested on 1 April 2027, provided that the participant is still employed within the group as of the mentioned date.

No other performance criteria for vesting shall apply given the development phase of the Company and the market conditions for remuneration to US senior executives.

6. If the participant ceases to be an employee before a vesting date, the already vested stock options may be exercised at the ordinary time for exercise as described below, but further vesting will not take place.

7. The holder can exercise vested stock options during the period from 1 June 2026 to 31 December 2027 in accordance with the terms for the stock options. The Board of Directors has the right to limit the number of dates for delivery of shares during the exercise period.

8. The stock options shall only be exercisable by the holder during the holder's lifetime and shall not be able to be transferred or pledged or otherwise disposed of by the holder. However, in the event of the participant's death, the rights constituted by vested stock options shall accrue to the beneficiaries of the holder of the stock options, by will or by the laws of descent and distribution.

9. Participation in the Employee Stock Option Program 2023/2027 requires that such participation is in accordance with applicable laws, as well as that such participation can be executed with reasonable administrative costs and financial efforts according to the Company's assessment.

10. The stock options shall be governed by a written plan document and separate award agreement with the participant. The Board of Directors shall be responsible for the preparation and management of the Employee Stock Option Program 2023/2027 within the above

Abliva AB (publ) - the mitochondrial medicine company. The company is listed on Nasdaq Stockholm, Small Cap, under the ticker symbol ABLI.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



mentioned main terms. The Board of Directors has the right to, within the framework of the agreement with the participant, make the reasonable changes and adjustments of the terms and conditions of the stock options that are deemed suitable or appropriate as a result of local employment law or tax law or administrative conditions. The Board of Directors also has the right to advance vesting and the timing of exercise of stock options, in certain cases, such as in the case of a public takeover bid, certain changes in ownership of the Company, liquidation, merger and similar measures. Finally, the Board of Directors has the right to, in extraordinary cases, limit the scope of, or prematurely terminate, Employee Stock Option Program 2023 /2027 in whole or in part.

In view of the above mentioned terms, the size of the allotment and other circumstances, the Board of Directors considers the proposed stock option program to be balanced and favourable for the Company and its shareholders.

b) Directed issue of warrants to the Subsidiary

In order to enable the Company's delivery of shares under the Employee Stock Option Program 2023/2027, the Board of Directors proposes that the Extraordinary General Meeting resolves on a directed issue of not more than 17,500,000 warrants of series 2023/2027:1. Each warrant confers a right to acquire one new share in the Company. The issue shall be made with deviation from the shareholders' preferential rights and on the following terms.

1. The warrants shall, with deviation from the shareholders' preferential rights, only be able to be subscribed for by the Company's wholly owned Subsidiary.
2. The warrants shall be issued without consideration.
3. The reason for the deviation from the shareholders' preferential rights is that the warrants are a part of the implementation of the Employee Stock Option Program 2023/2027.
4. The warrants shall be subscribed for by 15 March 2023 at the latest on a separate subscription list. The Board of Directors shall have the right to extend the subscription period.
5. Each warrant confers the holder a right to subscribe for one (1) new share in the Company against an exercise price corresponding to 100 per cent of the volume weighted average price for the Company's shares during the period from 24 February 2023 up to and including 8 March 2023, however, not less than the fair market value of the Company's share, established by an independent valuation, at the date of the allotment of the stock option, all of which shall be allotted on the same day. The subscription price shall never be less than the quota value of the share. Upon subscription of shares, the part of the subscription price that exceeds the quotient value at the time of the then outstanding shares, shall be allocated to the non-restricted share premium fund.
6. The warrants may be exercised for subscription of new shares during the time period from the registration of the warrants with the Swedish Companies Registration Office (Sw. Bolagsverket) up to and including 31 December 2027.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



7. The full terms and conditions for the warrants are set forth in the terms and conditions for warrants 2023/2027:1 (the “**Terms and Conditions for warrants 2023/2027:1 in Abliva AB**”), which are available at the Company and on the Company’s website. According to the Terms and Conditions for warrants 2023/2027:1 in Abliva AB the subscription price and the number of shares which each warrant confers right to subscribe for may be recalculated in the event of a bonus issue, reverse share split or share split, new issue, issue of warrants or convertibles and under some other circumstances. Further, the period for exercising the warrants may be brought forward in some cases.

8. The Company’s share capital can increase with SEK 875,000, provided that the warrants are fully exercised (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:1 in Abliva AB).

9. The newly subscribed shares shall confer entitlement to dividends for the first time on the next record day for dividends which occurs after the subscription has been registered with the Swedish Companies Registration Office (Sw. Bolagsverket) and the shares has been entered into the Euroclear Sweden AB’s share register.

10. The CFO, or anyone appointed by the Board of Directors, shall be authorized to make such minor adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket) or Euroclear Sweden AB.

c) Approval of transfer of warrants

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve that the Subsidiary may transfer warrants to the participant of the Employee Stock Option Program 2023/2027 without consideration in connection with exercise of the stock options in accordance with the terms set out in item a) above, or in any other way dispose of the warrants in order to be able to secure the Company’s commitments in relation to the Employee Stock Option Program 2023/2027.

Dilution and information about other incentive programs

Per the day of this proposal there are 1,056,299,165 shares in the Company which entitles to one vote each. If all warrants issued within Employee Stock Option Program 2023/2027 are exercised for subscription of shares, the number of shares and votes in the Company will increase with 17,500,000 (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:1 in Abliva AB), which corresponds to a dilution of approximately 1.63 per cent of the number of shares and votes in the Company. The dilution effects have been calculated as the number of additional shares and votes in relation to the number of existing shares and votes plus the number of additional shares and votes.

Taking into account also the shares which may be issued pursuant to previously implemented incentive programs in the Company as well as the proposed incentive programs for the management and employees within the group and the Board Member Edwin Moses to the Extraordinary General Meeting, the maximum dilution amounts to 4.89 per cent on a fully

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



diluted basis. The dilution effects have been calculated as the number of additional shares and votes in relation to the number of existing shares and votes plus the number of additional shares and votes. The dilution is only expected to have a marginal effect on the Company's key performance indicator "Earnings (loss) per share".

A description of the Company's other share related incentive programs can be found in the Company's 2021 annual report and on the Company's website. Aside from the program described therein, no other share related incentive programs exist in the Company.

Financing

The Board of Directors has considered different financing methods for transfer of shares under the Employee Stock Option Program 2023/2027 such as acquisition and transfer of treasury stock and an equity swap agreement with a third party. The Board of Directors considers that a directed issue of warrants to a subsidiary without consideration is the most cost efficient and flexible method to transfer shares under the Employee Stock Option Program 2023/2027.

Since the costs for the Company in connection with an equity swap agreement will be significantly higher than the costs in connection with transfer of warrants, the main alternative is that the financial exposure is secured by transfer of warrants and that an equity swap agreement with a third party is an alternative in the event that the required majority for approval is not reached.

Preliminary valuation, costs and effects on key figures

The Board of Directors assesses that Employee Stock Option Program 2023/2027 will entail costs in the form of costs in accordance with IFRS2. No costs in the form of social security contributions are expected to arise. Based on (i) the assumption that 100 per cent of the options in Employee Stock Option Program 2023/2027 will be allotted, (ii) that all 17,500,000 stock options may vest, meaning that full vesting take place, the estimated accounting costs for the options amounts to approximately a total of MSEK 2.3 during the time period 2023-2027, based on the actual value of the options at the time of calculation. The options do not have a market value since they are not transferable. However, Öhrlings PricewaterhouseCoopers AB has, as an independent valuation institute, calculated a theoretical value of the options in accordance with the Black & Scholes formula. Based on an assumed share price of SEK 0.30, an assumed exercise price of SEK 0.30, a term of 4.8 years, a riskfree interest rate of 2.3 per cent and an assumed volatility of 50 per cent, the value has been calculated to approximately SEK 0.13 per option. The total cost for Employee Stock Option Program 2023/2027 will be distributed over the years 2023-2027. Since 1/4 of the options may vest per year, the cost will be distributed more towards the front of the four-year term. Should the program had been introduced in 2021 instead, it is calculated that the effects on the key figure earnings per share for full year 2021 would have been immaterial. It shall be noted that all calculations above are preliminary, based on assumptions and are only intended to provide an illustration of what costs Employee Stock Option Program 2023/2027 may entail. Actual costs may therefore deviate from what has been stated above.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



Preparation of the proposal

The proposal for resolution on the implementation of Employee Stock Option Program 2023 /2027 and the proposals for resolutions according to item b) and c) above, have been prepared by the Remuneration Committee and the Board of Directors together with external advisors.

Majority requirements

The resolution regarding issue of warrants and approval of transfer of warrants in item b) and c) above is subject to the provisions in Chapter 16 of the Swedish Companies Act, and a valid resolution hence requires that the proposal is supported by shareholders with at least nine-tenth of both the votes cast and the shares represented at the meeting.

Resolution on a) implementation of the Employee Warrant Program 2023/2027 through a directed issue of warrants to subsidiary, and b) approval of transfer of warrants to management and other key employees of the Company or its subsidiaries (item 10)

The Board of Directors of Abliva AB, reg. no. 556595-6538, (the "**Company**") proposes that the Extraordinary General Meeting resolves a) to implement the Employee Warrant Program 2023/2027 through a directed issue of warrants to Abliva Incentive AB, reg. no. 559283-6869, (the "**Subsidiary**") in order to fulfil the obligations under the Employee Warrant Program 2023 /2027, and b) to approve the transfer of warrants in the Company on the terms set forth below ("**Employee Warrant Program 2023/2027**").

The warrants shall be issued without consideration. Right to subscribe for the warrants confers to the Subsidiary with right and obligation for the Subsidiary to offer management, excluding the CEO who is offered a separate incentive program, and other key employees who have entered into an employment agreement with the Company or its subsidiaries, to obtain warrants on the terms set forth below.

The Board of Directors considers it important and in the best interest of all the shareholders that management and other key employees, who are considered important for the Company's development, have a long-term interest in a positive value development of the Company's shares. A personal long-term shareholder engagement is expected to contribute to an increased interest in the Company's business and result, as well as to increase the participants' motivation and affinity with the Company and its shareholders.

a) Directed issue of warrants to the Subsidiary

The Board of Directors proposes that the Extraordinary General Meeting resolves on a directed issue of not more than 23,750,000 warrants of series 2023/2027:2. Each warrant confers a right to acquire one new share in the Company. The issue shall be made with deviation from the shareholders' preferential rights and on the following terms.

1. The warrants shall, with deviation from the shareholders' preferential rights, only be able to be subscribed for by the Subsidiary. Oversubscription is not possible. After subscription, the Subsidiary shall offer management (excluding the CEO) and other key employees to acquire the warrants.

2. The warrants shall be issued without consideration.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



3. The reason for deviation from the shareholders' preferential rights is that the Company wishes to promote the Company's long-term interests by offering management and other key employees a well-considered incentive program, which give them the opportunity to take part in a positive value development of the Company.

4. The warrants shall be subscribed for by 15 March 2023 at the latest on a separate subscription list. The Board of Directors shall have the right to extend the subscription period.

5. Each warrant confers the holder a right to subscribe for one (1) new share in the Company against an exercise price corresponding to 250 per cent of the volume weighted average price for the Company's shares during the period from 24 February 2023 up to and including 8 March 2023. The subscription price shall never be less than the quota value of the share. Upon subscription of shares, the part of the subscription price that exceeds the quotient value at the time of the then outstanding shares, shall be allocated to the non-restricted share premium fund.

6. The warrants may be exercised by application for subscription of new shares during the period from 1 June 2027 to 31 December 2027.

7. The full terms and conditions for the warrants are set forth in the terms and conditions for warrants 2023/2027:2 (the "**Terms and Conditions for warrants 2023/2027:2 in Abliva AB**"), which are available at the Company and on the Company's website. According to the Terms and Conditions for warrants 2023/2027:2 in Abliva AB the subscription price and the number of shares which each warrant confers right to subscribe for may be recalculated in the event of a bonus issue, reverse share split or share split, new issue, issue of warrants or convertibles and under some other circumstances. Further, the period for exercising the warrants may be brought forward in some cases.

8. The Company's share capital can increase with SEK 1,187,500, provided that the warrants are fully exercised (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:2 in Abliva AB).

9. The newly subscribed shares shall confer entitlement to dividends for the first time on the next record day for dividends which occurs after the subscription has been registered with the Swedish Companies Registration Office (Sw. Bolagsverket) and the shares has been entered into the Euroclear Sweden AB's share register.

10. Warrants held by the Subsidiary, which have not been transferred in accordance with item B or repurchased from participants, may be invalidated by the Company after resolution from the Board of Directors of the Company with consent from the Board of Directors of the Subsidiary. Invalidation shall be submitted with the Swedish Companies Registration Office (Sw. Bolagsverket) for registration.

11. The CFO, or anyone appointed by the Board of Directors, shall be authorized to make such minor adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket) or Euroclear Sweden AB.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



b) Approval of transfer of warrants

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve that the Subsidiary may transfer warrants to management (excluding the CEO) and other key employees who have entered into an employment agreement with the Company or its subsidiaries, or in any other way dispose of the warrants in order to be able to secure the Company's commitments in relation to the Employee Warrant Program 2023/2027.

Management (excluding the CEO) and other key employees will, within Employee Warrant Program 2023/2027, be offered to subscribe for warrants divided into two categories:

Category 1 (management, excluding the CEO) are offered a maximum of 4,000,000 warrants each and a total maximum of 20,000,000 warrants.

Category 2 (other key employees) are offered a maximum of 1,250,000 warrants each and a total maximum of 3,750,000 warrants.

The participants can choose to subscribe for a lower number of warrants than what is stated above. Should the total number of warrants the participants wish to acquire exceed the highest number of warrants that can be issued within Employee Warrant Program 2023/2027, a proportional reduction is to be made of the number of warrants each person can be assigned pursuant to the guidelines above. Guaranteed allocation will not occur. A participant has the right to subscribe for a larger number of warrants than what is stated in the guidelines above and may be assigned additional warrants if the program is not fully exercised. Should such oversubscription occur, allocation shall be made to participants who wishes to subscribe for additional warrants, pro rata in relation to the number of warrants they have been assigned in the first allocation.

Any warrants that are not assigned pursuant to the above or that have been repurchased shall be reserved for future recruitments of people within the above stated categories in the group, whereas stated guidelines shall apply.

Participants shall be offered to, following allocation to any future recruitments pursuant to the above, subscribe for additional warrants in addition to what is stated in the guidelines above and may be assigned additional warrants if the program is not fully exercised. Should such subscription occur, allocation shall be made to participants who wishes to subscribe for additional warrants, pro rata in relation to the number of warrants they have been assigned in the first allocation.

Transfer of warrants shall be offered the participants to a subscription price corresponding to a calculated market value according to the Black & Scholes formula based on a subscription price when exercising the warrants of 250 per cent of the volume-weighted average price for the Company's share from 24 February 2023 up to and including 8 March 2023, however, not less than the quotient value of the share, and accepted assumptions about e.g. volatility and risk-free interest at the time of the transfer, see more below. The valuation will be carried out by Öhrlings PricewaterhouseCoopers AB.

The warrants may be subject to terms and conditions regarding offer of first refusal.

Abliva AB (publ) - the mitochondrial medicine company. The company is listed on Nasdaq Stockholm, Small Cap, under the ticker symbol ABLI.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



Dilution and information about other incentive programs

Per the day of this proposal there are 1,056,299,165 shares in the Company which entitles to one vote each. If all warrants issued within Employee Warrant Program 2023/2027 are exercised for subscription of shares, the number of shares and votes in the Company will increase with 23,750,000 (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:2 in Abliva AB), which corresponds to a dilution of approximately 2.21 per cent of the number of shares and votes in the Company. The dilution effects have been calculated as the number of additional shares and votes in relation to the number of existing shares and votes plus the number of additional shares and votes.

Taking into account also the shares which may be issued pursuant to previously implemented incentive programs in the Company as well as the proposed incentive programs for the CEO and the Board Member Edwin Moses to the Extraordinary General Meeting, the maximum dilution amounts to 4.89 per cent on a fully diluted basis. The dilution effects have been calculated as the number of additional shares and votes in relation to the number of existing shares and votes plus the number of additional shares and votes. The dilution is only expected to have a marginal effect on the Company's key performance indicator "Earnings (loss) per share".

A description of the Company's other share related incentive programs can be found in the Company's 2021 annual report and on the Company's website. Aside from the program described therein, no other share related incentive programs exist in the Company.

Preliminary valuation, costs and effects on key figures

Valuation of the warrants shall be made with application of the Black & Scholes formula, based on a subscription price when exercising the warrants of 250 per cent of the volume weighted average price for the Company's share from 24 February 2023 up to and including 8 March 2023, however, not less than the quotient value of the share.

Based on an assumed share price of SEK 0.30 at the valuation, an assumed subscription price of SEK 0.75 when exercising the warrants, a term of 4.8 years, a risk-free interest rate of 2.3 per cent and an assumed volatility of 50 per cent, the value of the warrants is estimated to amount to approximately SEK 0.06 per warrant. The final valuation will be performed by Öhrlings PricewaterhouseCoopers AB.

The Employee Warrant Program 2023/2027, with regard to the fact that the warrants are to be transferred to the participants to a calculated market value, is considered entailing minor costs in relation to establishment and administration.

Provided that the warrants are fully subscribed for, at an assumed price of SEK 0.06 for each warrant, the Company receives a total option premium of SEK 1,425,000 (calculated on the basis that the participants pay a subscription price corresponding to a calculated market value). Provided that all warrants of Employee Warrant Program 2023/2027 are fully exercised and based on an assumed subscription price of SEK 0.75, the Company will in addition receive issue proceeds of SEK 17,812,500.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



Preparation of the proposal

The proposal for resolution on the implementation of Employee Warrant Program 2023/2027 has been prepared by the Remuneration Committee and the Board of Directors together with external advisors.

Majority requirements

The resolution above is subject to the provisions in Chapter 16 of the Swedish Companies Act, and a valid resolution hence requires that the proposal is supported by shareholders with at least nine-tenth of both the votes cast and the shares represented at the meeting.

Resolution on warrant program for Board Member Edwin Moses (item 11)

The Nomination Committee proposes that the Extraordinary General Meeting resolves to implement a warrant program for the Board Member Edwin Moses of Abliva AB, reg. no. 556595-6538, (the "**Company**") (the "**Board Member Warrant Program 2023/2027**") in accordance with the below.

The Board Member Warrant Program 2023/2027 is a program under which the participant will be granted warrants that entitle to shares in the Company.

The Board Member Warrant Program 2023/2027 is intended for Edwin Moses, as Board Member in the Company. Edwin Moses will join the Board of Directors as a Board Member and incoming Chair of the Company, with the transition to Chair to be brought for resolution by the shareholders during the Annual General Meeting on 5 May 2023. The Nomination Committee believes that an equity-based incentive program is a central part of an attractive and competitive remuneration package in order to attract, retain and motivate Edwin Moses as Board Member, and to focus the participant on delivering exceptional performance which contributes to value creation for all shareholders.

The Board Member Warrant Program 2023/2027 is adapted to the current position and needs of the Company. The Nomination Committee is of the opinion that the Board Member Warrant Program 2023/2027 will increase and strengthen the participant's dedication to the Company's operations, improve company loyalty and that the Board Member Warrant Program 2023/2027 will be beneficial to both the shareholders and the Company.

Directed issue of warrants

The Nomination Committee proposes that the Extraordinary General Meeting resolves on a directed issue of not more than 8,500,000 warrants of series 2023/2027:3. Each warrant confers a right to acquire one new share in the Company. The issue shall be made with deviation from the shareholders' preferential rights and on the following terms.

1. The warrants shall, with deviation from the shareholders' preferential rights, only be able to be subscribed for by Edwin Moses.
2. The warrants shall be issued without consideration.
3. The reason for the deviation from the shareholders' preferential rights is that the warrants are a part of the implementation of the Board Member Warrant Program 2023/2027.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



-
4. The warrants shall be subscribed for by 15 March 2023 at the latest on a separate subscription list. The Board of Directors shall have the right to extend the subscription period.
 5. Each warrant confers the holder a right to subscribe for one (1) new share in the Company against an exercise price corresponding to 100 per cent of the volume weighted average price for the Company's shares during the period from 24 February 2023 up to and including 8 March 2023. The subscription price shall never be less than the quota value of the share. Upon subscription of shares, the part of the subscription price that exceeds the quotient value at the time of the then outstanding shares, shall be allocated to the nonrestricted share premium fund.
 6. The warrants may be exercised for subscription of new shares during the time period from 1 June 2027 up to and including 31 December 2027.
 7. The full terms and conditions for the warrants are set forth in the terms and conditions for warrants 2023/2027:3 (the "**Terms and Conditions for warrants 2023/2027:3 in Abliva AB**"), which are available at the Company and on the Company's website. According to the Terms and Conditions for warrants 2023/2027:3 in Abliva AB the subscription price and the number of shares which each warrant confers right to subscribe for may be recalculated in the event of a bonus issue, reverse share split or share split, new issue, issue of warrants or convertibles and under some other circumstances. Further, the period for exercising the warrants may be brought forward in some cases.
 8. The Company's share capital can increase with SEK 425,000, provided that the warrants are fully exercised (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:3 in Abliva AB).
 9. The newly subscribed shares shall confer entitlement to dividends for the first time on the next record day for dividends which occurs after the subscription has been registered with the Swedish Companies Registration Office (Sw. Bolagsverket) and the shares has been entered into the Euroclear Sweden AB's share register.
 10. The CFO, or anyone appointed by the Board of Directors, shall be authorized to make such minor adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket) or Euroclear Sweden AB.

The Company will subsidize the participant's tax costs for participating in the Board Member Warrant Program 2023/2027 through a bonus payment in cash, which is expected to amount to approximately SEK 400,000. The bonus shall be paid out in connection with the allocation of the warrants.

The warrants may be subject to terms and conditions regarding offer of first refusal.

In the event of a public take-over offer, asset sale, liquidation, merger or any other such transaction affecting the Company, the exercise period of the warrants will accelerate in its entirety upon completion of such transaction.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



Dilution and information about other incentive programs

Per the day of this proposal there are 1,056,299,165 shares in the Company which entitles to one vote each. If all warrants issued within Board Member Warrant Program 2023/2027 are exercised for subscription of shares, the number of shares and votes in the Company will increase with 8,500,000 (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2023/2027:3 in Abliva AB), which corresponds to a dilution of approximately 0.80 per cent of the number of shares and votes in the Company. The dilution effects have been calculated as the number of additional shares and votes in relation to the number of existing shares and votes plus the number of additional shares and votes.

Taking into account also the shares which may be issued pursuant to previously implemented incentive programs in the Company as well as the proposed incentive programs for the CEO, management and employees within the group to the Extraordinary General Meeting, the maximum dilution amounts to 4.89 per cent on a fully diluted basis. The dilution effects have been calculated as the number of additional shares and votes in relation to the number of existing shares and votes plus the number of additional shares and votes. The dilution is only expected to have a marginal effect on the Company's key performance indicator "Earnings (loss) per share".

A description of the Company's other share related incentive programs can be found in the Company's 2021 annual report and on the Company's website. Aside from the program described therein, no other share related incentive programs exist in the Company.

Preliminary costs and effects on key figures

The Board Member Warrant Program 2023/2027 is assessed to entail costs in the form of costs in accordance with IFRS2. No costs in the form of social security contributions are expected to arise. Based on the assumption that all 8,500,000 warrants in Board Member Warrant Program 2023/2027 will be allotted, the estimated accounting costs for the warrants amounts to approximately a total of MSEK 1.1, based on the actual value of the warrants at the time of calculation. However, Öhrlings PricewaterhouseCoopers AB has, as an independent valuation institute, calculated a theoretical value of the warrants in accordance with the Black & Scholes formula. Based on an assumed share price of SEK 0.30, an assumed exercise price of SEK 0.30, a term of 4.8 years, a riskfree interest rate of 2.3 per cent and an assumed volatility of 50 per cent, the value has been calculated to approximately SEK 0.13 per warrant. Should the program had been introduced in 2021 instead, it is calculated that the effects on the key figure earnings per share for full year 2021 would have been immaterial. It shall be noted that all calculations above are preliminary, based on assumptions and are only intended to provide an illustration of what costs Board Member Warrant Program 2023/2027 may entail. Actual costs may therefore deviate from what has been stated above. Further, the Board Member Warrant Program 2023/2027 will entail costs in relation to the bonus payment in cash, which is expected to amount to approximately SEK 400,000.

Provided that all warrants of Board Member Warrant Program 2023/2027 are fully exercised and based on an assumed subscription price of SEK 0.30, the Company will receive issue proceeds of SEK 2,550,000.

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



Preparation of the proposal

The Board Member Warrant Program 2023/2027 has been initiated by the Nomination Committee and has been prepared by the Nomination Committee together with external advisors. It has been structured based on an evaluation of prior incentive programs and market practice for comparable European (including Swedish) listed companies.

Majority requirements

The resolution above is subject to the provisions in Chapter 16 of the Swedish Companies Act, and a valid resolution hence requires that the proposal is supported by shareholders with at least nine-tenth of both the votes cast and the shares represented at the meeting.

Other

The Board of Directors and the CEO shall, upon request by any shareholder and where the Board of Directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda.

The Board of Directors' complete proposals in accordance with the above, the Nomination Committee's complete proposal in accordance with the above and motivated opinion, the Board of Directors' report and the auditor's statement pursuant to Chapter 14, Section 8 of the Swedish Companies Act as well as other documents according to the Swedish Companies Act will be held available at the Company's office, Scheeletorget 1, 223 63 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. The documents will also be held available at the EGM.

Processing of personal data

For information on how personal data is processed in relation the Meeting, see the privacy notice available on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%20220324.pdf>.

Lund, Sweden, February 2023

Abliva AB (publ)

The Board of Directors

Press Release

Abliva AB (publ), 556595-6538
13 February 2023 08:05:00 CET - Lund,
Sweden



For more information, please contact:

Catharina Johansson, Deputy CEO, CFO & VP Investor Relations
+46 (0)46-275 62 21, ir@abliva.com

Abliva AB (publ)

Medicon Village, SE-223 81 Lund, Sweden
Tel: +46 (0)46 275 62 20 (switchboard)
info@abliva.com, www.abliva.com

Subscribe to our news: <https://abliva.com/posts/news-subscription/>
Follow us on LinkedIn: <https://www.linkedin.com/company/abliva>
Subscribe to our YouTube channel: <https://www.youtube.com/channel/UCChqP7Ky5caXtp72CELhD6Mg>

Abliva – Delivering mitochondrial health

Abliva discovers and develops medicines for the treatment of mitochondrial diseases. These rare and often very severe diseases occur when the cell's energy provider, the mitochondria, do not function properly. The company has prioritized two projects. KL1333, a powerful regulator of the essential co-enzymes NAD⁺ and NADH, has entered late-stage development. NV354, an energy replacement therapy, has completed preclinical development. Abliva, based in Lund, Sweden, is listed on Nasdaq Stockholm, Sweden (ticker: ABLI).

Attachments

[Notice of Extraordinary General Meeting of Abliva AB \(publ\)](#)