

# Press Release

Abliva AB (publ), 556595-6538  
22 April 2024 16:55:00 CEST - Lund,  
Sweden



## Notice of Annual General Meeting of Abliva AB (publ)

**The shareholders of Abliva AB (publ), corporate identity number 556595-6538, (“the Company or “Abliva”) are hereby convened to the Annual General Meeting, held at 1 p.m. on Thursday, 23 May 2024 at Medicon Village, Scheeletorget 1, in Lund, Sweden, with admission for registration from 12.30 p.m.**

### Entitlement to participate and notification

Shareholders that wish to participate at the Annual General Meeting should:

- be included in the share register maintained by Euroclear Sweden AB on Wednesday, 15 May 2024, and
- notify the Company by email to [anmalan@abliva.com](mailto:anmalan@abliva.com) or, in writing to Abliva AB, Medicon Village, 223 81 Lund, Sweden, no later than Friday, 17 May 2024. 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 applies 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 Wednesday, 15 May 2024. 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 has been requested by the shareholder at such time that the registration has been completed by the nominee no later than Friday, 17 May 2024, 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 (although 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](http://www.abliva.com) and can be sent by mail to shareholders that contact the Company stating their mail address.

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## 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. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Consideration of whether the Meeting has been duly convened.
6. Chief Executive Officer's address.
7. Submission of the Annual Accounts and Audit Report and the Consolidated Accounts and Consolidated Audit Report.
8. Resolutions
  - a) On adopting the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet.
  - b) On appropriation of the Company's earnings in accordance with the adopted Balance Sheet.
  - c) On approval of the Board of Directors' Remuneration Report.
  - d) On discharging the Board members and Chief Executive Officer from liability.
9. Determination of the number of Board members and auditors.
10. Determination of Directors' and audit fees.
11. Election of the Board of Directors and auditor.
12. Resolution on guidelines for appointing members of the Nomination Committee and instructions for the Nomination Committee.
13. Resolution on guidelines for remuneration to senior executives
14. Resolution on a) implementation of the Employee Stock Option Program 2024/2030 to the CEO, b) directed issue of warrants to subsidiary, and c) approval of transfer of warrants.
15. Resolution on a) implementation of the Employee Warrant Program 2024/2028 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.
16. Resolution on implementation of a Warrant Program for certain Board Members 2024/2028
17. Resolution on authorizing the Board of Directors to decide on new issue of shares, warrants and/or convertibles.
18. Closing the Meeting.

Proposed resolutions in brief:

### Election of a Chair of the Meeting (item 1)

The Nomination Committee proposes that the Annual General Meeting appoints Lawyer Annika Andersson, Cirio Law firm, as Chair of the Annual General Meeting 2024.

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## **Appropriation of profits (item 8 b)**

The Board of Directors proposes that the Annual General Meeting disposes over the Company's earnings in accordance with the Board of Directors' proposal in the Annual Accounts. Additionally, the Board of Directors proposes that no dividend is paid for the financial year 2023.

## **Approval of the Board of Directors' Remuneration Report (item 8 c)**

The Board of Directors proposes that the Annual General Meeting approve the Board of Directors' Remuneration Report for 2023 in accordance with Chapter 8, Section 53 a of the Swedish Companies Act.

## **Determination of the number of Board members and auditors, and determination of Directors' and audit fees (items 9 and 10)**

The Nomination Committee proposes that the Annual General Meeting resolves that the number of Board members shall be five and that one auditor shall be appointed. The Nomination Committee also proposes that fees to Board members elected by the Annual General Meeting not employed by the Company and members of the Board of Directors' various Committees not employed by the Company shall be payable, as in previous year, as follows:

- SEK 435,000 to the Chair of the Board;
- SEK 270,000 each to other Board members;
- SEK 100,000 to the Chair of the Audit Committee;
- SEK 50,000 each to other members of the Audit Committee;
- SEK 40,000 to the Chair of the Remuneration Committee;
- SEK 20,000 each to other members of the Remuneration Committee.

Having considered the Company's and the Board of Directors' appraisal of the auditors' work, the Nomination Committee proposes that as in the previous year, audit fees should be in accordance with approved account pursuant to customary billing terms. No fees shall be payable to members of the Nomination Committee.

## **Election of the Board of Directors and auditor (item 11)**

The Nomination Committee proposes that the Annual General Meeting resolves to re-elect the Board members David Laskow-Pooley, David Bejker, Denise Goode, Jan Törnell and Roger Franklin. The Nomination Committee proposes that David Laskow-Pooley is re-elected as Chair of the Board.

Furthermore, the Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the auditor firm Ernst & Young AB is re-elected as the Company's auditor, for the period until the end of the Annual General Meeting held in the financial year after the Auditor was appointed. It is Ernst & Young AB's intention to appoint Oskar Wall as auditor in charge.

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## **Resolution on guidelines for appointing members of the Nomination Committee and instructions for the Nomination Committee (item 12)**

The Nomination Committee proposes that the work of the Nomination Committee for the Annual General Meeting 2025 should be conducted as follows:

The Company shall have a Nomination Committee that shall consist of a member for each of the three largest shareholders in terms of votes, based on the shareholder statistics as of the last trading day in June 2024, which the Company obtains from Euroclear Sweden AB. If such shareholder does not exercise its right to appoint a member, the right to appoint a member of the Nomination Committee shall transfer to the next largest shareholder in terms of votes. Coincident with the appointment of a new Nomination Committee, in an appropriate manner, the Chair of the Board shall contact the three largest shareholders identified and request them to nominate the person said shareholder intends to appoint as a member of the Nomination Committee in writing within a reasonable period in the circumstances, although not exceeding 30 days.

The majority of the Nomination Committee's members should be non-affiliated to the Company and its management. The Chief Executive Officer or other member of management should not be a member of the Nomination Committee. At least one of the members of the Nomination Committee should be non-affiliated to the largest shareholder of the Company in terms of votes, or group of shareholders that cooperate on the Company's administration. Board members may be members of the Nomination Committee, but should not constitute a majority of the Nomination Committee members. The Chair of the Board or other Board members should not be the Chair of the Nomination Committee. If more than one member is a member of the Nomination Committee, a maximum of one of these people should be affiliated to the Company's largest shareholder.

Information on the definitively appointed Nomination Committee shall include the name of the three appointed members, as well as the name of those shareholders that appointed them, and shall be announced by no later than six months prior to the scheduled Annual General Meeting. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. Unless the members agree otherwise, the Chair of the Nomination Committee should be that member appointed by the largest shareholder in terms of votes.

If one or more of the shareholders that have appointed members of the Nomination Committee are no longer one of the three largest shareholders in terms of votes, members appointed by such shareholders shall put their places on the Nomination Committee at the Committee's disposal, and that, or those, shareholders that have become one of the three largest shareholders in terms of the vote shall be entitled to appoint members. However, unless there are special circumstances, there shall be no changes to the composition of the Nomination Committee if only marginal changes to the number of votes have occurred, or any such change occurs later than two months prior to the Annual General Meeting. Shareholders that have appointed members of the Nomination Committee are entitled to dismiss such member and appoint a new member of the Nomination Committee, as well as appoint a new member of the Nomination Committee if the member appointed by said shareholder decides to leave the Nomination Committee. Changes to the composition of the Nomination Committee shall be announced as soon as they have occurred.

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## Instructions for the Nomination Committee

The Nomination Committee shall prepare proposals on the following issues to be submitted to the Annual General Meeting for resolution:

- a) a proposal regarding a Chair of the Meeting;
- b) a proposal regarding the number of Board members elected by the Annual General Meeting and the number of auditors;
- c) a proposal regarding fees to Board members not employed by the Company, and members of the Board's various Committees not employed by the Company;
- d) a proposal regarding audit fees;
- e) a proposal regarding election of the Chair of the Board and other Board members, and election of auditors;
- f) a proposal regarding guidelines for appointing members of the Nomination Committee, and instructions for the Nomination Committee;
- g) a proposal regarding fees to members of the Nomination Committee.

The Company's Chair convenes the first meeting and shall ensure that the Nomination Committee receives relevant information regarding the results of the Board of Directors' review of its work without delay. Such information shall be presented by January at the latest and shall contain information about the Board of Directors working methods and how effective its work is. Furthermore, the Chair shall be co-opted to the Nomination Committee's meetings when required.

On request from the Nomination Committee, the Company shall provide personnel, e.g. secretarial services in order to facilitate the work of the Nomination Committee. When required, the Company shall reimburse the Nomination Committee's reasonable expenses, such as the cost of recruitment, and for any external consultants the Nomination Committee deems necessary in order to complete its assignment.

## Resolution on implementation of guidelines for remuneration to senior executives (item 13)

The Board of Directors proposes that the Annual General Meeting resolves on guidelines for remuneration to senior executives ("**the guidelines**") with the following content, to be applicable until substantial changes in the guidelines are required, or until the annual general meeting in 2028, whichever comes first. The proposed guidelines do not have any major effects on the overall remuneration for senior executives.

The guidelines govern resolutions on remuneration that are taken by the Board of Directors or the Board of Directors' remuneration committee related to the senior executives. The guidelines do not comprise remunerations which are determined by the general meeting, for example share-related incentive programs or share-related compensation.

## Forms of remuneration

The guidelines for management remuneration, and other terms of employment, ensure that the Company offers its senior executives remuneration on market terms, and dictates that this remuneration shall be determined by a dedicated Remuneration Committee governed by the Board of Directors. In addition, this policy ensures that the criteria for remuneration shall be based on the responsibilities, role, competence, and position of the specific senior executive.

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Remuneration to senior executives is decided by the Board of Directors, excluding any Board members affiliated to the Company and management. The guidelines shall apply to new agreements, or revisions to existing agreements, reached with senior executives after the guidelines were determined until new or revised guidelines have become effective.

## **Fixed remuneration**

Senior executives shall be offered fixed remuneration based on market terms and the senior executive's responsibilities, role, competence and position. Fixed remuneration shall be subject to annual review.

## **Variable remuneration**

### ***Short-Term Incentive (STI Bonus)***

From time to time, senior executives and other key individuals may be offered variable remuneration. Such variable remuneration shall be on market terms and shall be based on the outcome of predetermined financial and operational targets. Variable remuneration shall be based on the fulfilment of the team's corporate goals and project achievement for the financial year. The terms and conditions and basis of computation of variable remuneration shall be determined for each financial year. Variable remuneration is an important tool to motivate employees while ensuring execution and growth of the Company's business strategy, long term interests, and sustainability.

Variable remuneration is based on performance over a period of approximately 12 months. The evaluation of the criteria for awarding variable cash remuneration occurs at the end of the period. At the annual review, the Remuneration Committee, or when applicable, the Board of Directors, may adjust the targets and/or the remuneration with regards to both positive and negative extraordinary events, reorganizations, and structural changes.

The annual variable remuneration will be a maximum of 35 percent of basic annual salary to the CEO, maximum 25 percent of the basic annual salary to the management team and maximum 15 percent of the basic annual salary to key personnel. The variable cash compensation shall not be pensionable, to the extent that not otherwise follows from mandatory collective agreement provisions. Variable cash compensation may either be paid as salary or as a lump-sum pension premium. Payment as a lumpsum pension premium is subject to indexation so the total cost for Abliva is neutral.

### ***Long-Term Incentive (LTI Bonus)***

The LTI Bonus is a cash program in which the participants commit to use the cash paid out by the Company to acquire shares and/or other securities in the Company. The shares are acquired by the participants on the stock market whereas warrants (or other securities) may be acquired through a new, AGM-approved incentive program. The long-term incentive program is in addition to the annual variable remuneration under section Short-Term Incentive (STI Bonus) above.

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The decision regarding the annual amount available as LTI Bonus is built into the yearly bonus appraisal process to link yearly achievements to long term goals. The program is designed to build employee shareholding in Abliva, which creates incentives to promote the Company's business strategy, long-term interests and sustainability, and to retain employees. The amount of possible LTI Bonus will depend on the employee's position.

The participants are required to use the full amount of the LTI Bonus, net after income tax to acquire Abliva shares and/or securities. The Company will pay the social security costs.

When shares are acquired, the shares for the LTI Bonus will be locked in for a period of three (3) years after the acquisition. An employee who resigns, is terminated or otherwise leaves the Company will be obliged to hold the shares acquired within the LTI Bonus for the full period of three (3) years after acquisition notwithstanding the termination of their employment. In the event an employee or former employee breaches the terms of the LTI Bonus program, such as for example by failing to provide information on the status of their shareholding or prematurely disposing of their shareholding, they will be subject to contractual sanctions including a penalty equal to the full amount of the LTI Bonus (including income tax but excluding social security contributions thereon).

The Board decides on the amount of LTI Bonus. The maximum amount in the LTI Bonus is capped at an amount corresponding to 15 percent of the fixed annual compensation for the current year for the CEO, 10 percent for the management team, and 5 percent for other key personnel.

## ***General principles for STI and LTI***

When structuring variable remuneration that is payable to management in cash, the Board of Directors should consider introducing provisions that:

- a. disqualify an individual, who sells his/her shares during the three (3) year qualification period, from future LTI Bonus,
- b. make payment of a predetermined portion of such remuneration conditional so the performance on which vesting is based is demonstrably sustainable over time, and
- c. offer the Company the opportunity to fully or partially reclaim variable compensation paid out in the previous year if prior information subsequently proves manifestly erroneous.

## **Pension and Other benefits**

Senior executives are entitled to market-based pension solutions in accordance with collective bargaining agreements and/or agreements with Abliva. All pension obligations should, where possible, be premium based. Such benefits may amount to a maximum of 30 percent of the annual fixed remuneration. Variable cash remuneration shall not entitle to a pension, unless otherwise is required by mandatory collective bargaining agreement provisions applicable to the senior executive. Employees may elect to use salary waivers in order to increase pension provisions through lump-sum pension premiums, providing the total cost for Abliva is neutral.

Where the Board of Directors considers it appropriate and/or after individual consideration of an overall salary and remuneration structure, a senior executive may be entitled to additional healthcare insurance. Such benefits may amount to a maximum of 20 percent of the annual fixed remuneration.

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

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As to employment conditions which are subject to other rules than Swedish rules, such as pension benefits and other benefits, necessary adjustments can be made to follow mandatory rules or local practice, whereby these guidelines' general purpose shall be met.

## **Information on remuneration resolved but not yet due**

Variable remuneration for the senior executives for the fiscal year 2023 has been determined to SEK 3,729,000 including SEK 534,000 social security fees, within the framework of the guidelines approved by the Annual General Meeting 2020. Variable remuneration 2023 to senior executives was paid in March 2024. For further information regarding remuneration to senior executives see note 10 - Number of employees, salaries, other benefits and social security contributions in the Annual Report.

## **Notice period and severance pay**

From Abliva's side, the maximum notice period shall be six months for the CEO and a maximum of six months for other senior executives. The notice period from the CEO's side shall be a minimum of six months, and from other senior executives' side, shall be a minimum of three months. In addition to this notice period, severance pay subject to a maximum of six months' salary plus benefits may be payable to the CEO.

## **Salary and employment conditions for employees**

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into consideration (including information on the employees' total income, the components of the remuneration and increase and growth rate over time) by the Remuneration Committee and the Board of Directors when evaluating whether the Guidelines and the limitations set out herein are reasonable.

## **The preparation and decision making of the Board of Directors**

The Board of Directors has established a Remuneration Committee. The committee's tasks include preparing the guidelines for executive remuneration (and any decision to deviate from the guidelines) and presenting them to the Board of Directors for approval. The Board of Directors shall prepare a proposal for new guidelines at least every four years and submit it to the General Meeting. The Guidelines shall be in force until new guidelines are adopted by the General Meeting.

The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the senior executives, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

## **Deviation from these Guidelines**

The Board of Directors may temporarily resolve to deviate from the Guidelines, in whole or in part, if there is special cause motivating the deviation and/or a deviation is necessary to serve



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the Company's long-term interests (e.g. sustainability, ensure the Company's financial viability, etc). As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to deviate from the Guidelines.

An example deviation is the payment of a higher variable remuneration for recruiting, keeping members of the senior management, or as remuneration for extraordinary efforts not included in the member's ordinary work tasks. Such remuneration may not exceed an amount corresponding to 100 percent of the yearly fixed salary and may not be paid more than once a year per person.

## **Potential significant changes in the guidelines and shareholders' views**

The Board of Directors has not received any comments from shareholders on the existing guidelines for remuneration to senior executives. The updated guidelines have no major material changes in relation to the Company's current guidelines for remuneration, which were established at the annual general meeting 2020. In the proposed guidelines, the total annual variable cash compensation (STI bonus) has increased for the Company's CEO, STI bonus may amount to a maximum of 35 percent of the fixed annual salary compared to the previous 30 percent of the fixed annual salary, for the Company's management team, bonus may amount to a maximum of 25 percent of the fixed annual salary compared to the previous 20 percent of the fixed annual salary and for the Company's other key personnel, bonus may amount to a maximum of 15 percent of the fixed annual salary compared to the previous 10 percent of the fixed annual salary. No changes have been made in the share related LTI bonus program.

## **Resolution on a) implementation of the Employee Stock Option Program 2024/2030 to the CEO, b) directed issue of warrants to subsidiary, and c) approval of transfer of warrants (item 14).**

The Board of Directors proposes that the Annual General Meeting resolves a) to implement the Employee Stock Option Program 2024/2030, 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 2024/2030, and c) to approve the transfer of warrants in the Company on the terms set forth below ("**Employee Stock Option Program 2024/2030**").

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 2024/2030**

The Board of Directors proposes that the Annual General Meeting resolves to implement the Employee Stock Option Program 2024/2030 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 25,000,000.

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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 percent of the volume weighted average price for the Company's shares during the period from 13 May 2024 up to and including 23 May 2024, 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 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 30 May 2024, 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 June 2025, 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 June 2026, 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 June 2027, 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 June 2028, 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 2027 to 1 June 2030 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.

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9. Participation in the Employee Stock Option Program 2024/2030 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 2024/2030 within the above 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 2024/2030 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 2024/2030, the Board of Directors proposes that the Annual General Meeting resolves on a directed issue of not more than 25,000,000 warrants of series 2024/2030:1. 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 2024/2030.

4. The warrants shall be subscribed for by 30 May 2024 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 13 May 2024 up to and including 23 May 2024, 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

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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 1 June 2030.

7. The full terms and conditions for the warrants are set forth in the terms and conditions for warrants 2024/2030:1 (the "**Terms and Conditions for warrants 2024/2030:1 in Abliva AB**"), **Appendix 1**. According to the Terms and Conditions for warrants 2024/2030:1 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 1,250,000, provided that the warrants are fully exercised (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2024/2030:1 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.

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## c) Approval of transfer of warrants

The Board of Directors proposes that the Annual General Meeting resolves to approve that the Subsidiary may transfer warrants to the participant of the Employee Stock Option Program 2024/2030 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 2024/2030.

## 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. The Board of Directors resolved on a rights issue on 22 February 2024. The resolution was approved by the EGM on 26 March 2024. Through the rights issue, the number of shares in the Company will increase with up to a maximum of 288,081,588 number of shares. If all warrants issued within Employee Stock Option Program 2024/2030 are exercised for subscription of shares, the number of shares and votes in the Company will increase with 25,000,000 (with reservation for any recalculation in accordance with the Terms and

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Conditions for warrants 2024/2030:1 in Abliva AB), which corresponds to a dilution of approximately 1.83 percent 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 shares and votes following the rights issue 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 and for certain board members to the Annual General Meeting, the maximum dilution amounts to 5.27 percent on a fully diluted basis. The Board of Directors has decided to cancel the warrants within Employee Stock Option Program 2021/2025. The calculation of the dilution effects is made based on the cancelation of warrants within Employee Stock Option Program 2021/2025. The dilution effects have been calculated as the number of additional shares and votes in relation to the number of shares and votes following the rights issue 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 2023 annual report and on the Company's website. Aside from the programs 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 2024/2030 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 2024/2030. 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 2024/2030 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 2024/2030 will be allotted, (ii) that all 25,000,000 stock options may vest, meaning that full vesting take place, the estimated accounting costs for the options amounts to approximately a total of MSEK 2,0 during the time period 2024-2028, 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 0.16, an assumed exercise price of SEK 0.16, a term of 6 years, a riskfree interest rate of 2.43 percent, and an assumed volatility of 50 percent, the value has

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been calculated to approximately SEK 0.08 per option. The total cost for Employee Stock Option Program 2024/2030 will be distributed over the years 2024-2028. 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 2024/2030 may entail. Actual costs may therefore deviate from what has been stated above.

## Preparation of the proposal

The proposal for resolution on the implementation of Employee Stock Option Program 2024/2030 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 2024/2028 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 15).

The Board of Directors proposes that the Annual General Meeting resolves a) to implement the Employee Warrant Program 2024/2028 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 2024/2028, and b) to approve the transfer of warrants in the Company on the terms set forth below ("**Employee Warrant Program 2024/2028**").

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

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The Board of Directors proposes that the Annual General Meeting resolves on a directed issue of not more than 15,000,000 warrants of series 2024/2028:1. 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 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.
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 30 May 2024 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 percent of the volume weighted average price for the Company's shares during the period from 13 May 2024 up to and including 23 May 2024. 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 2028 to 31 December 2028.
7. The full terms and conditions for the warrants are set forth in the terms and conditions for warrants 2024/2028:1 (the "**Terms and Conditions for warrants 2024/2028:1 in Abliva AB**"), **Appendix 1**. According to the Terms and Conditions for warrants 2024/2028:1 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 750,000 provided that the warrants are fully exercised (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2024/2028:1 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.

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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.

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## **b) Approval of transfer of warrants**

The Board of Directors proposes that the Annual 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 2024/2028.

Management (excluding the CEO) and other key employees will, within Employee Warrant Program 2024/2028, be offered to subscribe for warrants divided into two categories:

**Category 1** (management, excluding the CEO) are offered a maximum of 3,500,000 warrants each and a total maximum of 14,000,000 warrants.

**Category 2** (other key employees) are offered a maximum of 500,000 warrants each and a total maximum of 1,000,000 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 2024/2028, 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 wish 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.



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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 wish 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 percent of the volume-weighted average price for the Company's share from 13 May 2024 up to and including 23 May 2024, 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.

## **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. The Board of Directors resolved on a rights issue on 22 February 2024. The resolution was approved by the EGM on 26 March 2024. Through the rights issue, the number of shares in the Company will increase with up to a maximum of 288,081,588 number of shares. If all warrants issued within Employee Warrant Program 2024/2028 are exercised for subscription of shares, the number of shares and votes in the Company will increase with 15,000,000 (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2024/2028:1 in Abliva AB), which corresponds to a dilution of approximately 1.1 percent 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 shares and votes following the rights issue 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 for certain board members to the Annual General Meeting, the maximum dilution amounts to 5.27 percent on a fully diluted basis. The Board of Directors has decided to cancel the warrants within Employee Stock Option Program 2021/2025. The calculation of the dilution effects is made based on the cancelation of warrants within Employee Stock Option Program 2021/2025. The dilution effects have been calculated as the number of additional shares and votes in relation to the number of shares and votes following the rights issue 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 2023 annual report and on the Company's website. Aside from the programs described therein, no other share related incentive programs exist in the Company.

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## **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 percent of the volume weighted average price for the Company's share from 13 May 2024 up to and including 23 May 2024, however, not less than the quotient value of the share.

Based on an assumed share price of SEK 0.16 at the valuation, an assumed subscription price of SEK 0.40 when exercising the warrants, a term of 4.5 years, a risk-free interest rate of 2.58 percent, and an assumed volatility of 50 percent, the value of the warrants is estimated to amount to approximately SEK 0.031 per warrant. The final valuation will be performed by Öhrlings PricewaterhouseCoopers AB.

The Employee Warrant Program 2024/2028, 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 0.031 for each warrant, the Company receives a total option premium of SEK 465,000 (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 2024/2028 are fully exercised and based on an assumed subscription price of SEK 0.40, the Company will in addition receive issue proceeds of SEK 6,000,000.

## **Preparation of the proposal**

The proposal for resolution on the implementation of Employee Warrant Program 2024/2028 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-tenths of both the votes cast and the shares represented at the meeting.

## **Resolution on implementation of Warrant Program for certain Board Members 2024/2028 (item 16)**

The Nomination Committee proposes that the Annual General Meeting resolves to implement a warrant program for the Board Members David Laskow Pooley, David Bejker, Denise Goode, and Jan Törnell of Abliva AB, reg. no. 556595-6538, (the "**Company**") (the "**Warrant Program for certain Board Members 2024/2028**") in accordance with the below.

The Warrant Program for certain Board Members 2024/2028 is a program under which the participants will be granted warrants that entitle to shares in the Company.

The Warrant Program for certain Board Members 2024/2028 is intended for David Laskow-Pooley, David Bejker, Denise Goode, and Jan Törnell, as Board Members in the Company. The Nomination Committee believes that an equity-based incentive program is a central part of an attractive and competitive remuneration package in order to retain and motivate David Laskow-

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Pooley, David Bejker, Denise Goode, and Jan Törnell as Board Members, and to focus the participants on delivering exceptional performance which contributes to value creation for all shareholders.

The Warrant Program for certain Board Members 2024/2028 is adapted to the current position and needs of the Company. The Nomination Committee is of the opinion that the Warrant Program for certain Board Members 2024/2028 will increase and strengthen the participants' dedication to the Company's operations, improve Company loyalty and that the Warrant Program for certain Board Members 2024/2028 will be beneficial to both the shareholders and the Company.

## **Directed issue of warrants**

The Nomination Committee proposes that the Annual General Meeting resolves on a directed issue of not more than 4,000,000 warrants of series 2024/2028:2. 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 David Laskow-Pooley, David Bejker, Denise Goode, and Jan Törnell. The participants shall have the right to subscribe for a maximum of 1,000,000 warrants per person.
2. The warrants shall be issued at market price, however, not less than the quota value of the Company's share. The 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 percent of the volume weighted average price for the Company's share from 13 May 2024 up to and including 23 May 2024, however, not less than the quotient value of the share. The valuation shall be made by an independent valuation institute. A preliminary valuation indicates a value of SEK 0.031 per warrant.
3. The reason for the deviation from the shareholders' preferential rights is that the warrants are a part of the implementation of the Warrant Program for certain Board Members 2024 /2028.
4. The warrants shall be subscribed for by 30 May 2024 at the latest on a separate subscription list. The Board of Directors shall have the right to extend the subscription period.
5. Payment of the subscription amount for the warrants shall be made in cash no later than 7 June 2024. The Board of Directors shall have the right to extend the payment period.
6. Each warrant confers the holder a right to subscribe for one (1) new share in the Company against an exercise price corresponding to 250 percent of the volume weighted average price for the Company's shares during the period from 13 May 2024 up to and including 23 May 2024. 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.

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7. The warrants may be exercised for subscription of new shares during the time period from 1 June 2028 up to and including 31 December 2028.

8. The full terms and conditions for the warrants are set forth in the terms and conditions for warrants 2024/2028:2 (the "**Terms and Conditions for warrants 2024/2028:2 in Abliva AB**"), **Appendix 1**. According to the Terms and Conditions for warrants 2024/2028:2 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.

9. The Company's share capital can increase with SEK 200,000, provided that the warrants are fully exercised (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2024/2028:2 in Abliva AB).

10. 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 Euroclear Sweden AB's share register.

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.

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.

## **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. The Board of Directors resolved on a rights issue on 22 February 2024. The resolution was approved by the EGM on 26 March 2024. Through the rights issue, the number of shares in the Company will increase with up to a maximum of 288,081,588 number of shares. If all warrants issued within Warrant Program for certain Board Members 2024/2028 are exercised for subscription of shares, the number of shares and votes in the Company will increase with 4,000,000 (with reservation for any recalculation in accordance with the Terms and Conditions for warrants 2024/2028:2 in Abliva AB), which corresponds to a dilution of approximately 0.30 percent 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 shares and votes following the rights issue 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 proposed incentive programs for the CEO and for the management and key employees to the Annual General Meeting, the maximum dilution

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amounts to 5.27 percent on a fully diluted basis. The Board of Directors has decided to cancel the warrants within Employee Stock Option Program 2021/2025. The calculation of the dilution effects is made based on the cancellation of warrants within Employee Stock Option Program 2021/2025. The dilution effects have been calculated as the number of additional shares and votes in relation to the number of shares and votes following the rights issue 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 2023 annual report and on the Company's website. Aside from the programs 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 percent of the volume weighted average price for the Company's share from 13 May 2024 up to and including 23 May 2024, however, not less than the quotient value of the share.

Based on an assumed share price of SEK 0.16 at the valuation, an assumed subscription price of SEK 0.40 when exercising the warrants, a term of 4.5 years, a risk-free interest rate of 2.58 percent, and an assumed volatility of 50 percent, the value of the warrants is estimated to amount to approximately SEK 0.031 per warrant. The final valuation will be performed by Öhrlings PricewaterhouseCoopers AB.

The Warrant Program for certain Board Members 2024/2028, with regard to the fact that the warrants are to be subscribed by 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 0.031 for each warrant, the Company receives a total option premium of SEK 124,000 (calculated on the basis that the participants pay a subscription price corresponding to a calculated market value). Provided that all warrants of Warrant Program for certain Board Members 2024/2028 are fully exercised and based on an assumed subscription price of SEK 0.40, the Company will in addition receive issue proceeds of SEK 1,600,000.

## **Preparation of the proposal**

The Warrant Program for certain Board Members 2024/2028 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 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-tenths of both the votes cast and the shares represented at the meeting.

## **Resolution on authorizing the Board of Directors to decide on new issue of shares, warrants and/or convertibles (item 17)**

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

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The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to decide on new issue of shares, warrants and/or convertibles, within the limits of the current Articles of Association, with or without waiving the preferential rights of shareholders on one or more occasions in the period until the next Annual General Meeting.

The issues should be at market subscription price, subject to reservation for a market discount where applicable, and apart from cash, payment may be as assets contributed in kind or through offset or subject to other terms and conditions.

The purpose of this authorization and the rationale for eventual waiving of shareholders' preferential rights, should be to raise working capital for the Company and/or to add new owners of strategic importance to the Company and/or acquisitions of other companies or operations.

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).

In order for such a resolution to be valid, the proposal must have the support of shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

## **Shareholders' right to receive information**

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 or the Company's or Group's financial position in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551).

## **Documents**

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, in Lund, Sweden and at the Company's website [www.abliva.com](http://www.abliva.com) from no later than three weeks prior to the Annual General Meeting, and will be sent to those shareholders that so request and state their mail address. The documents will also be held available at the General Meeting.

## **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-notice-bolagsstammor-engelska.pdf>.

Lund, Sweden, April 2024

**Abliva AB (publ)**

*The Board of Directors*

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## For more information, please contact:

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

### **Abliva AB (publ)**

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

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## **Abliva – Delivering mitochondrial health**

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Abliva discovers and develops medicines for the treatment of mitochondrial disease. This rare and often very severe disease occurs 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<sup>+</sup> 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**

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