

## **Notice of Extraordinary General Meeting in Magle Chemoswed Holding AB (publ)**

**The shareholders of Magle Chemoswed Holding AB (publ), org. no. 556913-4710 (the “Company”), are invited to an Extraordinary General Meeting (the “EGM”) on 4 October 2024, at 10:00 CEST at the Company's premises at Agneslundsvägen 20B in Malmö, Sweden. The registration for the EGM starts at 09:30 CEST.**

### **Right to participate**

Shareholders who wish to participate in the EGM must:

- (i) be entered in the register of shareholders maintained by Euroclear Sweden AB by 26 September 2024; and
- (ii) No later than 30 September 2024, give notice of participation to the Company either by post to Magle Chemoswed Holding AB Agneslundsvägen 27, 212 15 Malmö, Sweden or via e-mail to [stamman@maglechemoswed.com](mailto:stamman@maglechemoswed.com). When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number, and the number of any accompanying assistant (not more than two), as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the Company's website, [www.maglegroup.com](http://www.maglegroup.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the EGM, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above so that it is received no later than 30 September 2024.

### **Nominee-registered shares**

In order to be entitled to participate in the meeting shareholders who have registered their shares in the name of a nominee must, in addition to announcing their intention to participate in the meeting, request that their shares be registered in their own name, so the shareholder is entered into the register of shareholders by 26 September 2024. This registration may be temporary (so-called voting right registration) and is requested by the nominee in accordance with the nominee's procedures and in advance as determined by the nominee. Voting right registrations completed no later than the second business day following 26 September 2024, are considered when preparing the register of shareholders.

### **Proposed agenda**

1. Opening of the Extraordinary General Meeting
2. Election of Chairman of the General Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. The determination as to whether the General Meeting has been duly convened
7. Resolution to approve the board of directors' resolution on a directed issue of shares with payment through set-off
8. Resolution regarding adoption of instructions for the nomination committee
9. Closing of the Extraordinary General Meeting

### **Proposed resolutions:**

**Item 7: Resolution to approve the board of directors' resolution on a directed issue of shares with payment through set-off**

The board of directors proposes that the EGM resolves to approve the board of directors' resolution, subject to the subsequent approval of the General Meeting, on a set-off issue of shares on the following terms and conditions.

1. The Company's share capital shall increase with up to SEK 360,000 through a new issue of up to 7,200,000 new shares.
2. The right to subscribe to the new shares shall, with deviation from the shareholders' pre-emption rights vest in PRS1 ApS, reg.no 35 23 15 60 ("**PRS1**"), which shall have the right to subscribe to 7,200,000 shares. The reason for not applying the shareholders' pre-emption rights is that the Company wishes to set-off debts against new shares in accordance with a merger agreement entered into on 28 June 2024 regarding the acquisition of all shares in pK Biotech ApS and its subsidiary pK Chemicals A/S.
3. Subscription and payment through set-off of the new shares shall be made by signing a subscription list no later than three banking days of the date of the EGM's resolution to issue the new shares.
4. The payment of SEK 33.40 per share shall be made through set-off in connection with the subscription. The subscription price has been determined based on an assessment of the current market situation, the historical development of the business and the Company's business prospects, and has been negotiated on arm's length terms with the seller of the shares which the Company has entered into a merger agreement with.
5. The share premium shall be transferred to the unrestricted premium reserve.
6. The board of directors shall be entitled to extend the subscription period and the payment period.
7. The new shares entitle the holder to a dividend for the first time on the record date for the dividend that occurs immediately after the registration of the new share issue at the Swedish Companies Registration Office.

Both the board of directors and the CEO or a person appointed by the CEO shall be authorized to make any minor adjustment required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

Documents according to Chapter 13, Section 6-8 of the Swedish Companies Act have been drawn up.

#### Majority requirements

A valid resolution requires the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the EGM.

#### Exemption from the mandatory bid obligation and specific majority requirements

The Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) has granted PRS1 an exemption from the mandatory bid obligation with regards to PRS1's subscription of shares in the set-off issue in accordance with the merger agreement entered into on 28 June 2024. The exemption is conditional upon the shareholders being informed prior to the General Meeting of the maximum percentage of the votes and shares that PRS1 may obtain as a result of its subscription, and that the set-off issue is approved by the General Meeting with at least two thirds of both the votes cast and the shares represented at the General Meeting, disregarding any shares held and represented by PRS1 at the General Meeting.

If all shares in the set-off issue are subscribed for than PRS1's shareholding after the set-off issue will amount to a maximum of 40 percent of the shares and votes in the Company.

#### **Item 8: Resolution regarding adoption of instructions for the nomination committee**

The board of directors purposes that the Extraordinary General Meeting resolves upon the following instructions for the nomination committee.

The nomination committee of the Company shall normally be composed of a representative from each of the Company's three largest known shareholders in respect of voting power as per last banking day in the month of September prior to the Annual General Meeting, as well as the chairman of the board of directors, who shall convene the first meeting of the nomination committee.

The member representing the largest shareholder in respect of voting power shall be appointed as chairman of the nomination committee, unless the nomination committee appoints someone else amongst it.

In the event that any of the three largest shareholders in respect of voting power renounces its position in the nomination committee, such position shall be passed on to the fourth largest shareholder in respect of voting power, and so on until the shareholders are represented by three shareholders. In the event that a member resigns from the nomination committee before the nomination committee's assignments have been completed, the relevant shareholder shall be entitled to appoint a new member.

If a shareholder who has appointed a member of the nomination committee ceases to be one of the three largest shareholders, the member appointed by such shareholder shall make his or her position available. The new shareholder among the three largest shareholders shall be asked and entitled to appoint a member. The members of the nomination committee shall not be replaced if the changes in voting power are only minor or if the greater part of the nomination committee's work before the Annual General Meeting is deemed to be completed.

Each member of the nomination committee must carefully investigate whether there is any conflict of interest or other circumstance that would make their participation in the nomination committee inappropriate before accepting the assignment. The majority of the members of the nomination committee must be independent in relation to the Company and its management. The CEO or any other person from the Company's management shall not be a member of the nomination committee. At least one member of the nomination committee must be independent in relation to the largest shareholder in terms of voting power, or a group of shareholders acting in concert regarding the management of the Company.

The names of the members of the nomination committee, together with information on the shareholders they represent, shall be made public no later than six months before the Annual General Meeting or, if a change occurs later on, as soon as possible after said change.

The nomination committee's task is to prepare and submit proposals to the upcoming Annual General Meeting regarding chairman of the meeting, board of directors, chairman of the board of directors, auditor, remuneration to the board of directors and auditor, any remuneration to committees and any proposals on amendments to this instruction for the nomination committee.

The nomination committee shall not receive any remuneration from the Company. Reasonable costs that arise in connection with the nomination committee's work shall be reimbursed by the Company.

This instruction for the nomination committee shall be in force until the Annual General Meeting resolves to amend it.

## **OTHER INFORMATION**

Number of shares and votes in Magle Chemoswed Holding AB (publ) amounts to 10,800,000 at the date of the issue of this notice. The Company holds no treasury shares.

### **Shareholders' right to obtain information**

Shareholders are reminded of their right to, at the EGM, obtain information from the board of directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

### **Available documentation**

Documents in accordance with the Swedish Companies Act and other documents will be available at the Company and on the Company's website, [www.maglegroup.com](http://www.maglegroup.com). The documents will also be sent to shareholders who wish to do so and state their postal address.

### **Processing of personal data**

For information about the processing of your personal data, it is referred to the privacy notice available at Euroclear's webpage.

Magle Chemoswed Holding AB (publ)'s corporate registration number is 556913-4710 and its registered office is in Malmö, Sweden.

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Malmö in September 2024

### **Magle Chemoswed Holding AB (publ)**

*The board of directors*

### **Contacts**

Justin Pierce, CEO, phone +46 (0)70 593 58 21, [justin.pierce@maglechemoswed.com](mailto:justin.pierce@maglechemoswed.com)

### **About Us**

The Magle Group aims to establish itself as a leader in high-quality life-changing healthcare innovations to meet medical needs through scientific excellence. The Magle Group is founded on strategic acquisitions aimed at driving growth and diversifying risk. Today, the Group includes two operational areas. Magle Chemoswed – a contract development and manufacturing organization (CDMO) with a strong reputation for its high-quality development and manufacturing expertise and Magle PharmaCept – an established sales and marketing company for development and direct sales of the Groups medical technology products. Learn more on [www.maglechemoswed.com](http://www.maglechemoswed.com) and <https://maglegroup.com/> and [www.maglepharmaceut.com](http://www.maglepharmaceut.com)

Vator Securities is the Company's certified adviser on Nasdaq First North Growth Market and can be reached at [ca@vatorsec.se](mailto:ca@vatorsec.se) or +46 (0)8-580 065 99.