

**The board of directors of BioArctic AB has resolved to convene an Annual General Meeting of shareholders to be held on Wednesday on 22 May 2024**

For more information about the content of the proposals, see the complete notice to the Annual General Meeting below. The notice is expected to be published in the Swedish Official Gazette (Post- och Inrikes Tidningar), and in Svenska Dagbladet and on the company's website within the next few days.

For more information, please contact: Anders Martin-Löf, CFO, 070 683 79 77, [anders.martin-lof@bioarctic.se](mailto:anders.martin-lof@bioarctic.se).

**NOTICE OF ANNUAL GENERAL MEETING IN BIOARCTIC AB (PUBL)**

The shareholders in BioArctic AB (publ), corp.reg.no. 556601-2679 ("BioArctic") are hereby given notice that the Annual General Meeting will be held on Wednesday 22 May 2024, at 4.30 p.m., at Lindhagen Konferens, Lindhagensgatan 126, Stockholm, Sweden. The registration starts at 4.00 p.m.

**Right to participate at the Annual General Meeting**

Pursuant to § 11 of the company's Articles of Association, the board of directors has resolved that shareholders may exercise their voting rights at the Annual General Meeting by post. Shareholders may therefore choose to exercise their voting rights at the Meeting, by proxy or through postal voting.

A shareholder who wishes to participate at the Annual General Meeting must:

- be recorded in the share register kept by Euroclear Sweden AB on Tuesday 14 May 2024; and
- notify the company of its intention to participate so that the notification is received by the company no later than Monday 20 May 2024. Notice shall be made through a digital form which will be available on the company's website <https://www.bioarctic.se/en/>, or by email to [bioarctic@postrosta.se](mailto:bioarctic@postrosta.se); or
- cast its vote in accordance with the instructions below, so that the postal vote is received by the company no later than Monday 20 May 2024.

In the notification, provide your name or company name, personal identification number or corporate registration number, address, phone number and, if applicable, the number of persons attending with you (maximum two).

**Nominee-registered shares**

Shareholders whose shares are nominee-registered through a bank or other authorised depository, for example in a custody account, must – in addition to giving notice of their attendance – request that the shares be temporarily re-registered in their own name (so-called voting rights registration) so that the shareholder is registered in Euroclear's share register as of the record date on Tuesday 14 May 2024. Voting right registration that the shareholder has requested and that has been completed by the nominee no later than Thursday 16 May 2024 will be accepted in the preparation of the share register. This means that shareholders should inform their nominees in advance before the record date.

Please note that this procedure may also apply to shares held in bank shareholder deposits and in certain investment savings accounts (ISK).

**Postal voting**

A special form shall be used for postal voting. The postal voting form is available at the company's website <https://www.bioarctic.se/en/annual-general-meeting-2024>. The completed and signed voting form is valid as registration to participate in the General Meeting and no separate notice or registration is required.

The postal vote will be considered and counted provided that the completed and signed voting form is received by the company no later than Monday 20 May 2024. Voting forms received later will not be considered. Voting forms shall be submitted electronically in accordance with the instructions on the company's website.

Shareholders may not include further instructions or conditions in the voting form. Voting forms including such further instructions and conditions will be deemed invalid and will not be considered. Further instructions regarding the advance voting can be found in the voting form and on the company's website.

### **Proxy**

If the shareholder is a legal entity or votes via post in advance or participates at the General Meeting by proxy, a copy of a certificate of registration or other authorisation documents and, if relevant, a power of attorney, shall be submitted together with the voting form or be sent to the company at the above address well in advance of the Annual General Meeting and preferably by Monday 20 May 2024. Shareholders who wish to exercise their voting rights through a proxy, must issue a dated and signed power of attorney to the proxy. The validity of the power of attorney may not exceed a period of five years from its issuance. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent authorisation documents for the legal entity shall be attached. The company provides a form of power of attorney at request and the form is also available at the company's website, <https://www.bioarctic.se/en/annual-general-meeting-2024>.

For questions regarding the General Meeting or the postal voting, contact the company via email to [arsstamma@bioarctic.se](mailto:arsstamma@bioarctic.se).

### **Proposed agenda**

1. Opening of the Annual General Meeting and election of the chairperson of the meeting
2. Preparation and approval of the voting list
3. Election of one (1) or two (2) persons to approve the minutes
4. Approval of the agenda
5. Determination of whether the Annual General Meeting has been duly convened
6. Presentation by the CEO
7. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the auditor's report on the consolidated financial statements
8. Resolutions on:
  - a) adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet,
  - b) allocation of the company's result pursuant to the adopted balance sheet, and
  - c) discharge from liability for:
    - i. Eugen Steiner, chairperson
    - ii. Ivar Verner, deputy chairperson
    - iii. Håkan Englund, board member
    - iv. Pär Gellerfors, board member
    - v. Lars Lannfelt, board member
    - vi. Lotta Ljungqvist, board member
    - vii. Mikael Smedeby, board member
    - viii. Cecilia Edström, board member
    - ix. Gunilla Osswald, CEO
9. Resolution on the number of board members and the number of auditors and deputy auditors
10. Resolution on the remuneration to the board members and the auditor

11. Election of board members and chairperson of the board
  - (a) Eugen Steiner, board member (re-election)
  - (b) Pär Gellerfors, board member (re-election)
  - (c) Lars Lannfelt, board member (re-election)
  - (d) Lotta Ljungqvist, board member (re-election)
  - (e) Mikael Smedeby, board member (re-election)
  - (f) Cecilia Edström, board member (re-election)
  - (g) Anna-Lena Engwall (new election)
  - (h) Eugen Steiner, chairperson (re-election)
12. Election of auditor
13. Resolution regarding the establishment of a Nomination Committee and instructions to the Nomination Committee
14. Presentation and resolution on approval of the remuneration report regarding financial year 2023
15. Resolution on authorisation of the board of directors to issue shares, warrants and/or convertible instruments
16. Resolution regarding incentive program, including:
  - a. Resolution to introduce an incentive program
  - b. Resolution regarding hedging arrangements in respect of the incentive program
17. Closing of the Annual General Meeting

### **Nominating committee**

The Nomination Committee for the Annual General Meeting 2024 consists of Jannis Kitsakis (chairperson), appointed by the Fourth Swedish National Pension Fund, Margareta Öhrvall, appointed by Demban AB (Lars Lannfelt), and Claes Andersson, appointed by Ackelsta AB (Pär Gellerfors).

### **Main proposals for resolutions**

#### *Item 1 – Election of the chairperson of the meeting*

The Nomination Committee proposes that Gunnar Mattsson be elected chairperson of the meeting or the person appointed by the Board of Directors in the event of Gunnar Mattsson's absence, is elected to chair the meeting.

#### *Item 3 – Election of one or two persons to approve the minutes*

The board of directors proposes that Anders Wennberg (Investment AB Öresund), or the person appointed by the board of directors in the event Anders Wennberg is prevented from verifying the minutes, be appointed to verify the minutes. The person verifying the minutes shall, in addition to approving the minutes, verify that the voting list and that the result of the postal voting is correctly reflected in the minutes.

#### *Item 8b) – Allocation of the company's result pursuant to the adopted balance sheet*

The board of directors proposes that the profits at the General Meeting's disposal, i.e. in total SEK 994,918,044, be carried forward. The board of directors' proposal entails that no dividend is paid for the financial year 2023.

#### *Item 9 – Resolution on the number of board members and the number of auditors and deputy auditors*

The Nomination Committee proposes that the board of directors shall consist of seven (7) members without deputies.

The Nomination Committee proposes that a registered public accounting firm be elected as the company's auditor and that no deputy auditor be appointed.

*Item 10 – Resolution on the remuneration to the board members and the auditor*

The Nomination Committee proposes that the board of directors' remuneration for the time until the next Annual General Meeting shall be increased for the company's chairperson and the ordinary board members. The remuneration for work in the audit committee and remuneration committee is proposed to be unchanged. The remuneration is proposed to be as follows (current remuneration level in parenthesis):

- Chairperson of the board of directors: SEK 800,000 (775,000)
- Other board members (who are not employees to the company): SEK 290,000 (260,000)
- Chairperson of the audit committee: SEK 100,000 (100,000)
- Other members of the audit committee: SEK 60,000 (60,000)
- Chairperson of the remuneration committee: SEK 60,000 (60,000)
- Other members of the remuneration committee: SEK 40,000 (40,000)

The proposal means that the total amount of remuneration to the board is SEK 2,610,000 (2,745,000). Lars Lannfelt is employed by the company and does not receive remuneration for board work.

The Nomination Committee proposes that the remuneration to the auditor shall be paid against approved invoice.

*Item 11 – Election of board members and chairperson of the board*

The Nomination Committee proposes re-election of the board members Eugen Steiner, Cecilia Edström, Pär Gellerfors, Lars Lannfelt, Lotta Ljungqvist and Mikael Smedeby and new election of and Anna-Lena Engwall for a term of office extending until the end of the next annual general meeting. Further, the Nomination Committee proposes that Eugen Steiner be re-elected as chairperson of the board.

Ivar Verner and Håkan Englund have informed the Nomination Committee that they are not available for re-election.

Anna-Lena Engwall holds a degree in nursing from Karolinska Institutet and a degree in market economics from IHM Business School. She has more than 25 years of experience in the life science and pharmaceutical industry with leading roles in commercialization, marketing and business development and has during her career held several positions at AstraZeneca, Shire and Novartis. Her broad experience, industry knowledge and significant network are expected to provide the board with additional valuable expertise. Anna-Lena Engwall has previously been a member of the board of directors of Lif, Läkemedelsindustriförenings Service AB, and is independent in relation to the company, its management and its major shareholders.

Information about all members proposed to BioArctic's board of directors and the Nomination Committee's reasoned statement regarding the proposal for the board of directors will be published at the company's website, <https://www.bioarctic.se/en/annual-general-meeting-2024>.

*Item 12 – Election of auditor*

The Nomination Committee proposes, in accordance with the Audit Committee's proposal, re-election of the registered auditing firm Grant Thornton Sweden AB to be the company's auditor for a term of office extending until the end of the next annual general meeting. Grant Thornton Sweden AB intends to appoint public authorised auditor Therese Utengen as the auditor in charge as the former auditor Mia Rutenius must leave her position due to regulatory rotation requirements.

*Item 13 – Resolution regarding the establishment of a Nomination Committee and guidelines for the work of the Nomination Committee*

The Nomination Committee proposes that the Annual General Meeting resolves to adopt instructions for the work of the Nomination Committee as set out below, which also includes principles for how the

Nomination Committee should be appointed and be composed for upcoming annual general meetings of the company. The nomination committee instructions shall apply until the general meeting decides to adopt a new nomination committee instruction.

#### Principles for appointing the members of the Nomination Committee

A nomination committee must be appointed annually before the next annual general meeting in accordance with the following principles.

The Nomination Committee proposes that the Annual General Meeting authorises the chairperson of the board of directors to contact the three largest shareholders in terms of voting power according to Euroclear Sweden AB's transcription of the share register as of 30 September the year ahead of the annual general meeting, each of them appointing a member of the Nomination Committee. In the event that any of the three largest shareholders does not wish to appoint a member of the Nomination Committee the fourth largest shareholders should be asked and so forth, until the Nomination Committee consists of three members. The composition of the Nomination Committee shall be announced on the company's website no later than six months prior to the next annual general meeting.

The term of office of the appointed Nomination Committee shall run until a new Nomination Committee has been appointed under a mandate from the next annual general meeting.

If a member leaves the Nomination Committee before its work is completed and the Nomination Committee finds that there is a need for replacing this member, the Nomination Committee shall appoint a new member in accordance with the principles described above, but based on Euroclear Sweden AB's transcription of the share register as soon as possible after the member left the Nomination Committee. Any change in the composition of the Nomination Committee shall be announced immediately.

#### The assignment of the Nomination Committee

The Nomination Committee shall prepare and present proposals regarding the following items for the annual general meeting:

- Election of chairperson of the meeting,
- Resolution on the number of board members and auditors,
- Resolution on the fees and other remuneration to the board of directors and its committees, divided between the chairperson, the deputy chairperson (if any) and other board members,
- Resolution on the fees to the auditors,
- Election of board members and chairperson of the board and deputy chairperson (if relevant) of the board,
- Election of auditors, and
- As appropriate, proposal for new instructions regarding the work of the Nomination Committee.

The Nomination Committee shall perform the tasks assigned to the Nomination Committee in accordance with the Swedish Corporate Governance Code (the "**Code**") and duly consider the Code while performing its assignment.

#### The work of the Nomination Committee

The Nomination Committee appoints the chairperson of the committee. The chairperson of the board or another board member shall not be the chairperson of the Nomination Committee.

The Nomination Committee shall meet as often as is necessary for the Nomination Committee to fulfil its duties, but at least once per year. Notices convening meetings are issued by the chairperson of the Nomination Committee. If a member requests that the Nomination Committee be convened, the request shall be complied with. The chairperson of the board may participate at the Nomination Committee's meetings.

The Nomination Committee is quorate if at least two members are present. Resolutions of the Nomination Committee shall be adopted by a simple majority of the members present or, in the event of a tied vote, the chairperson shall have the casting vote.

Minutes shall be kept at the Nomination Committee's meetings.

## Remuneration

No remuneration shall be paid to the members of the Nomination Committee. However, any necessary expenses incurred in connection with the Nomination Committee's work shall be borne by the company.

### *Item 14 – Presentation and resolution on approval of the remuneration report*

In accordance with Chapter 8 Section 53 a § of the Swedish Companies Act, the board of directors shall for each financial year prepare a remuneration report for paid and outstanding remuneration which is included in the guidelines of executive remuneration. The board of directors proposes that the General Meeting resolves to approve the remuneration report, which has been prepared by the board of directors, for the financial year 2023. The remuneration report will be available on the company's website, <https://www.bioarctic.se/en/>.

### *Item 15 – Resolution on authorisation of the board of directors to issue shares, warrants and/or convertible instruments*

The board of directors proposes that the General Meeting authorises the board of directors to, on one or several occasions during the period up to the next annual general meeting, increase the company's share capital through issues of new shares, warrants and/or convertible instruments.

The board of directors shall be able to resolve on an issue with or without deviation from the shareholder's pre-emption rights, and with or without provisions on payment by non-cash consideration and/or by way of set-off or other provisions. However, the board shall not be authorised to resolve on issues which increase the share capital by more than ten (10) percent in relation to the existing share capital when the authorisation was first used.

The purpose of the authorisation and the reason to propose that the board of directors shall be authorised to resolve on issues with deviation from the shareholders' pre-emption rights is to give the board of directors flexibility in the work of ensuring that the company shall be able to raise capital to finance the operations and to enable continued expansion both organically and through acquisitions of companies and businesses, alternatively to enable a broadening of the ownership of the company with one or several owners of strategic importance to the company.

An issue in accordance with this authorisation shall be on market conditions. The board of directors shall be authorised to decide on the terms and conditions regarding issues under this authorisation and what persons shall be entitled to subscribe for the shares, warrants and/or convertible instruments. If the board of directors deems it appropriate to facilitate the delivery of shares in connection with an issue in accordance with this authorisation, the issue may also take place at a subscription price which correspond to the quotient value of the shares (provided that the company ensures through relevant agreements that market compensation is received for the issued shares).

The board of directors, or the person appointed by the board of directors, is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office or other formal requirements.

### *Item 16 – Resolution regarding incentive program including a) resolution to introduce an incentive program, and b) resolutions regarding hedging arrangements in respect of the incentive program*

## **Background**

The board of directors proposes that the General Meeting resolves to introduce a long-term incentive program for employees in the company (the "**Program**"). At the 2023 annual general meeting, it was resolved to introduce a long-term share-based incentive program based on performance share rights aimed at the company's employees. The board's intention is for the performance share program to be recurring annually and, against this background, the board presents the proposal regarding the Program.

The board of directors considers that it is essential and in all shareholders' interest that the company's employees, who are considered to be important for the company's further development has a long-term interest in a positive development in value of the shares in the company. The board of directors believes

that the Program will increase the interest in the company's operations as well as increase the participants' motivation and sense of community with the company and its shareholders.

The Program includes all employees of the company or other companies within the group. The board of directors may also, if the board deems it in the interest of the company, offer one or more new employees to participate in the Program under the conditions described below.

The Program is a three-year incentive program under which the participants will be awarded performance based share units ("**PSU**") which, provided that certain conditions are met, entitle the holder to receive B-shares in the company free of charge in accordance with the conditions set out in item 16.A below. As part of the implementation and execution of the Program, it is further proposed that the board of directors be authorised to repurchase shares in the company, that a maximum of 210,000 warrants be issued, and that the General Meeting approve transfers of shares and/or warrants in accordance with item 16.B below.

## **A. Introduction of the Program**

The board of directors proposes that the General Meeting resolves to introduce the Program in accordance with the principal conditions set out below.

### *Requirements for participation in the Program and allocation of PSUs*

The Program covers a maximum of 160,000 PSUs. The board of directors has the right to resolve on the allocation of PSUs on one or more occasions (but no later than 31 August 2024) in accordance with the principles below. The PSUs shall be allocated free of charge.

PSUs may be allocated to persons who are employed by the company or another company within the group upon the board's decision on allocation. Employees are defined as full- and part-time employees, including employees on a probationary period, but not hourly employees. A person who has entered into an employment agreement with the company or another company within the group but has not started his or her employment on the said date shall not be considered an employee. A person who has resigned their employment or been dismissed on the said date but is still employed, shall not be considered an employee. The board of directors has the right to grant exemptions from the employment requirement, including that someone employed after 31 August 2024, can be included in the Program, if the board of directors deems that it is favorable for the company.

The board of directors may take into account the employee's performance and goal achievement when resolving on allocation, otherwise the allocation of PSUs is not conditional on performance criteria. The board of directors considers that this is justified by the fact that the exercise of the PSUs is conditional on both vesting and that the performance-related condition is met.

The Participants in the Program are divided into three categories:

- CEO ("**Category 1**") who can be awarded a maximum of 10,000 PSUs;
- members of the management and other key personnel ("**Category 2**") who can be awarded a maximum of 3,000 PSUs per person and a maximum of 111,000 PSUs for all participants in Category 2; and
- other employees ("**Category 3**") who can be awarded a maximum of 500 PSUs per person and a maximum of 39,000 PSUs for all participants in Category 3.

The participants are hereafter referred to individually as "**Participant**" and together as "**Participants**".

### *Right to receive B-shares with the support of PSUs*

After vesting, each PSU allocated to Participants entails a right to receive one (1) B-share in the company free of charge provided that the performance conditions are met (see under the heading *Vesting and Performance conditions* below).

The number of B-shares to which each PSU entitles may be subject to recalculation as a result of certain company events (see under *Recalculation* below).

The board of directors has the right to resolve that Participants shall receive, in whole or in part, cash compensation instead of B-shares. The cash compensation per assigned and vested PSU shall amount to the volume-weighted average price of the company's B share on Nasdaq Stockholm during a period of thirty (30) trading days prior to the Vesting Date. However, the total cash compensation cannot exceed 20 percent of the Participant's fixed annual salary.

#### *Vesting*

The PSUs are connected to the Participant's employment with the company or another group company and are subject to vesting in accordance with what is stated below.

All PSUs shall be considered vested if the Participant is still employed by the company or another group company on the date which is three (3) years after the board of directors' decision on the allocation of PSUs ("**Vesting Date**"). A Participant who has resigned his/her employment or has been dismissed on the said day but who is still employed shall not be considered an employee. PSUs may also be vested by a Participant who, as of the Vesting Date, is not employed by the company or another group company but who, according to the board of directors' assessment, is a so-called *good leaver* in the manner defined in more detail in the agreement regarding the PSUs (e.g. a Participant who has retired or who has been dismissed due to redundancy).

If the employment with the company or another group company is terminated before the Vesting Date, all of the Participant's PSUs expire, with the exception where the Participant is considered to be a good leaver as described above.

#### *Performance conditions*

The Participants are entitled to receive B-shares based on the vested PSUs if and to the extent that the performance conditions are met as set out below:

- Conditions regarding the development of the company's share price as set out below (share price condition): 30 percent of the allocated and vested PSUs.
- One or more operational conditions that relate to the company's research and development and/or partnerships and that are determined by the board (the operational conditions): 60 percent of the allocated and vested PSUs if the condition is fully met. If the condition is partially met, the board may decide that a smaller portion of the allocated and vested PSUs may be used (as a starting point in proportion to the fulfillment of the condition).
- One or more sustainability-related conditions set by the board (sustainability conditions): 10 percent of the allocated and vested PSUs if the condition is fully met. If the condition is partially met, the board may decide that a smaller portion of the allocated and earned PSUs may be used (as a starting point in proportion to the fulfillment of the condition).

Fulfillment of the performance conditions shall be assessed as of the Vesting Date.

The share price condition is fulfilled if the volume-weighted average price of the company's B-share on Nasdaq Stockholm during a period of thirty (30) trading days prior to the Vesting Date amounts to at least 130 percent of the volume-weighted average price for the company's B-share on Nasdaq Stockholm during a period of thirty (30) trading days prior to the General Meeting on 22 May 2024. The board of directors may resolve that the share price condition shall be adjusted in the event of a split or reverse split or other similar corporate events.

The operational conditions and sustainability conditions shall be determined by the board in connection with the allocation of PSUs. The board shall have the right to adjust the operational conditions and sustainability conditions during the vesting period if there are special reasons that justify such an adjustment, for example extraordinary events, reorganizations and structural changes.



After the end of the vesting period, the board shall publish the operational conditions and sustainability conditions, the extent to which these have been met and how allocation has taken place based on the fulfillment of such conditions.

#### *Recalculation*

The number of B-shares to which each PSU entitles may be subject to recalculation as a result of a bonus issue, reverse split or split of shares, rights issue or similar measures. Resolutions on recalculation are made by the board of directors. The terms of recalculation in the full terms for warrants of series 2024/2027 (see under item 16.B below) shall be applied as far as possible and otherwise the recalculation shall consider customary practices for similar incentive programs.

#### *Other conditions*

The right to participate in the Program is conditional on the Participant entering into an agreement regarding the PSUs with the company or another company within the group. The agreement shall be in accordance with the terms and conditions in this proposal and otherwise contain customary conditions for this type of incentive program. The board of directors shall be responsible to draw up the agreement and for the implementation and execution of the Program within the framework of the main conditions and guidelines stated above.

The board of directors has the right, within the framework of the agreement with the respective participants, to make the reasonable changes and adjustments to the terms of the PSUs that are deemed appropriate or expedient as a result of local labor law or tax law rules or administrative conditions. It can i.e. mean that continued vesting of PSUs may take place in certain cases where this would not otherwise have been the case. The board of directors also has the right to advance the vesting and the timing of the exercise of PSUs, such as in the event of a public takeover offer, certain ownership changes in the company, liquidation, merger and similar measures. Finally, the board of directors has the right to limit the scope of or prematurely terminate the Program, in whole or in part, in extraordinary cases.

The PSUs shall not constitute securities and may not be transferred, pledged or otherwise disposed of by the holder. However, the rights according to vested PSUs are transferred to the estate in the event of the Participant's death.

Participation in the Program assumes that such participation can legally take place, and that, according to the board of directors' assessment, such participation can take place with reasonable administrative costs and financial efforts.

The board of directors shall have the right to resolve on minor deviations in the Program that may be necessary to fulfil the purpose of the Program. In that regard, the board of directors shall have the right to make the necessary adjustments to these terms and conditions in order to meet special rules or market conditions outside Sweden.

## **B. Hedging arrangements in respect of the Program**

In order to be able to implement the Program in a cost-effective and flexible manner, the board of directors has considered various methods for the delivery of B-shares within the Program, such as repurchasing and transfer of own shares in the company to Participants in the Program as well as issuing and subsequent transfer of warrants entitling to the subscription of new B-shares to Participants in the Program. The board of directors has also taken into account that the delivery of B-shares within the Program shall take place in 2027 at the earliest. In order to secure the company's commitments according to item 16.A as well as secure related costs, the board of directors also proposes that the General Meeting resolves in accordance with the proposals below under item 16.B.1 proposal for resolution on the approval of the transfer of own shares in the company, 16.B.2 proposal for a resolution on authorisation for the acquisition of shares in the company, and 16.B.3 proposal for a resolution on

the directed issue of warrants and approval of the transfer of warrants and shares subscribed with support of warrants, with the right for the board of directors to combine or choose any of them.

### *1. Proposal for resolution on transfer of repurchased shares to Participants*

The board of directors proposes that the Annual General Meeting resolves to approve the transfer of the company's B-shares to the Participants, under the following terms.

- a) Only B-shares in the company may be transferred, and a maximum of 160,000 B-shares may be transferred free of charge to Participants.
- b) The right to acquire B-shares in the company, free of charge, shall be granted to Participants, notwithstanding shareholders' preferential rights. The company's subsidiaries or financial intermediaries engaged by the company shall also be entitled to acquire B-shares in the company free of charge, notwithstanding shareholders' preferential rights. Such acquirer shall be obliged to immediately transfer the B-shares to Participants, in accordance with the Program's terms.
- c) B-shares in the company shall be transferred free of charge, at the time and under the other terms in the Program according to which Participants are entitled to receive B-shares.
- d) The number of B-shares in the company that may be transferred under the Program shall be subject to recalculation to take into account bonus issues, share splits, rights issues, dividends and/or other similar corporate events in the corresponding manner that applies to the recalculation of PSUs.
- e) Transfers of no more than the number of B-shares held by the company from time to time may also take place at Nasdaq Stockholm, including through a financial intermediary, at a price within the price range registered at any time to cover any social charges in accordance with the terms of the Program and/or the performance share program decided at the 2023 annual general meeting (LTIP 2023).

### *2. Proposal for resolution on authorisation for the board of directors to resolve on acquisition of shares in the company to ensure delivery within the Program*

To ensure the company's commitment to deliver shares to the Participants in the Program and the performance share program decided at the 2023 annual general meeting (LTIP 2023), the board of directors proposes that the Annual General Meeting authorises the board of directors to resolve on repurchase of B-shares in the company in accordance with the following terms:

- a) Acquisitions may take place at Nasdaq Stockholm.
- b) The authorisation may be used on one or more occasions, but no later than the 2025 annual general meeting.
- c) The number of shares required for the delivery of shares to the Participants in the Program and/or LTIP 2023 and to finance social security contributions or other costs related to the Program and/or LTIP 2023, however no more than 285,000 B-shares (subject to recalculation), may be acquired to ensure such delivery as well as to be held for a possible future disposal to finance social security contributions or other costs related to the Program.
- d) Acquisition of shares in the company shall be made against cash payment and at a price within the market price interval registered at any given time, such interval being the interval between the highest purchase price and the lowest sales price.
- e) The board of directors may resolve on other conditions for the acquisition.

### *3. Proposal for resolution on a directed issue of warrants and approval of transfer of warrants to ensure delivery within the Program*

To secure the company's commitment to deliver B-shares to the Participants in the Program as well as to enable possible future disposals to finance social security contributions or other costs related to the Program, the board of directors proposes that the General Meeting resolves on a directed issue of warrants with the right to subscribe for new B-shares in the company, in accordance with the proposal below.

The board of directors' proposal entails that the General Meeting shall decide on a directed issue of 210,000 warrants with the right to subscription of new B-shares in the company, on the terms and conditions set out below.

1. The warrants are issued free of charge. Each warrant will give the right to subscribe for one new B-share in the company. If all warrants are used for subscription of shares, the company's share capital will increase with SEK 4,200.
2. The right to subscribe for new warrants shall, with deviation from the shareholders pre-emption rights, belong to BioArctic AB.
3. Subscription of warrants shall be made no later than 30 June 2024. The board of directors shall have the right to extend the subscription period.
4. Subscription of B-shares in the company can be made from the registration of the warrants with the Swedish Companies Registration Office and up to and including 31 December 2027.
5. Each warrant entitles to subscription for one new B-share in the company at a subscription price corresponding to the share's quota value, SEK 0.02.
6. The new B-shares that has been issued by virtue of the warrants entitles to dividend for the first time on the first record date for dividend to take place after the subscription of new B-shares has been registered with the Swedish Companies Registration Office.
7. The number of B-shares that may be issued under each warrant may be recalculated in accordance with the terms and conditions for the warrants due to a bonus issue, share split or consolidation, rights issue and/or any similar event.
8. The complete terms and conditions for the warrants, including recalculation principles, are set out in Appendix 1 to the board of director's complete proposal.

#### *Reason for the deviation from the shareholders' preferential right*

The reason for deviating from the shareholders' preferential rights is to ensure the company's commitment to deliver B-shares in accordance with the Program and otherwise dispose of the warrants to cover costs for, or fulfil commitments under, the Program.

#### *Transfer of the warrants and shares subscribed with support of warrants*

Furthermore, the board of directors proposes that the General Meeting resolves to approve that BioArctic AB, on one or more occasions, may transfer warrants and/or shares subscribed with support of warrants to the Participants in the Program or a financial intermediary engaged by the company (for further transfer to the Participants in the Program) in accordance with the terms and conditions of the Program, and dispose of the warrants in order to cover costs related to, or fulfil obligations occurring under, the Program.

#### **Special authorisation**

The board of directors proposes that the board of directors, or anyone appointed by the board of directors, shall be entitled to make minor adjustments to the above proposed resolution that may be necessary upon registration of the resolution with the Swedish Companies Registration Office or due to any other formal requirement.

#### **Preparation of the matter**

The proposed Program and related hedging measures have, according to guidelines issued by the board of directors, been prepared by the company's remuneration committee, with the help of external

advisers. The remuneration committee has presented the work to the board of directors, after which the board of directors has decided to propose that the Program and associated hedging measures be adopted at the Annual General Meeting 2024.

### **Cost of the Program and the Program's effects on key numbers**

The Program will be reported in accordance with IFRS 2, which means that the PSUs shall be expensed as a personnel cost and accrued over the vesting period and continuously revalued at each reporting occasion.

The expected annual costs MSEK 12,5, including social security costs, are equal to approximately 6.2 percent of the company's total personnel costs for the financial year 2023. The Program's effect on the company's earnings per share and other key ratios are limited.

The table below contains an estimate of the company's total costs for the Program for different share price outcomes at the Vesting Date, assuming that all PSUs are vested, that all performance conditions are met in full and that the percentage for social security costs is 31.42 percent.

	<i>Assumed share price</i>		
	SEK 275	SEK 300	SEK 325
Estimated annual cost	MSEK 12,1	MSEK 12,5	MSEK 12,9

It should be noted that all calculations are preliminary, based on assumptions and only intended to provide an illustration of the costs that the Program may entail. Actual costs may thus deviate from what is stated above.

### **Dilution**

Assuming the maximum allotment of PSUs and that no company events causing recalculation to occur during the vesting period, the number of B-shares to be allotted free of charge under the Program amounts to a maximum of 160,000 B-shares in the company.

If warrants are utilized for the purpose of delivering B-shares according to the terms and conditions of the Program or financing the company's costs for the Program, it will result in a dilution effect for existing shareholders. At full utilization of the warrants, the number of outstanding B-shares in the company will increase by 210,000. These B-shares constitute 0.24 percent of the number of shares and 0.10 percent of the votes, calculated as the number of new shares in relation to the sum of existing shares and new shares in the company.

If repurchased shares (in accordance with the board of directors' proposal for acquisition and transfer of own shares) are fully or partly transferred to the Participants in the Program instead of exercising warrants, the dilution will be reduced.

### **Previous incentive programs in BioArctic**

BioArctic has two outstanding long-term share-related incentive programs, Employee Share Option Program 2019/2028 and Performance Share Program 2023/2026.

Employee Share Option Program 2019/2028 is an employee stock option program for the company's management, researchers and other employees. The employee stock option program 2019/2028 includes up to 1,000,000 employee stock options. To enable the company's delivery of shares under the employee stock option program 2019/2028, the annual general meeting resolved on a directed issue of a maximum of 1,000,000 warrants. The employee stock options may be used for share subscriptions no earlier than three years after allocation.

As of 31 March 2024, 915,000 employee options have been assigned and no further assignment can take place within the framework of the program. The number of forfeited and redeemed options on the

same date amounted to 15,000 and the number of exercised employee stock options to 322,700, which means that 577,300 employee stock options are outstanding. The outstanding employee stock options may entail a dilution effect corresponding to 0.65 percent of the share capital and 0.26 percent of the votes in the company (calculated based on the number of existing shares in the company), provided that full utilization of all outstanding employee stock options takes place.

BioArctic has another outstanding long-term incentive programs (program 2023/2026), a performance share program aimed at the company's senior executives, researchers and other personnel. The performance share program 2023/2026 includes up to 125,000 PSUs. To enable the company's delivery of shares under the performance share program 2023/2026, the annual general meeting 2023 resolved on a directed issue of a maximum of 125,000 warrants. The PSUs entail a right to receive B-shares without free of charge or cash compensation after a three-year vesting period, provided that a condition regarding the development of the company's share price is met. As of 31 March 2024, 117,500 PSUs have been allocated and no further allocation can take place within the framework of the program. The number of forfeited PSU on the same date amounted to 500, which means that 117,000 performance share rights are outstanding.

The maximum dilution effect of the performance share program 2023/2026 is estimated to amount to 0.13 percent of the share capital and 0.05 percent of the votes in the company (calculated based on the number of existing shares in the company), provided that all PSU are fully exercised, and that the delivery of shares takes place through exercise of warrants.

### **Majority requirements**

A resolution in accordance with the proposal in item 15 above requires that it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the General Meeting.

A resolution in accordance with the proposal in item 16 above requires that it is supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the General Meeting.

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

At the time of issuing this notice the total number of shares in the company amounts to 88,322,685, of which 14,399,996 are A-shares (ten votes each) and 73,922,689 are B-shares (one vote each). The total number of votes are 217,922,649. The company holds no own shares.

### **Information at the Annual General Meeting**

The board of directors and managing director shall, if requested by any shareholder and if the board of directors deems that it can be done without causing material harm to company, provide information regarding circumstances that may affect the assessment of an item on the agenda or circumstances that may affect the assessment of company's or a subsidiary's financial situation and company's relationship with another group company.

Shareholders who wish to submit questions in advance may send such questions via email to [arsstamma@bioarctic.se](mailto:arsstamma@bioarctic.se).

### **Provision of documents**

The annual report and the auditor's report, complete proposals for resolutions, the remuneration report in accordance with Chapter 8 Section 53 a § of the Swedish Companies Act, the auditor's statement regarding the remuneration guidelines in accordance with Chapter 8 Section 54 of the Swedish Companies Act, and all other documents pursuant to the Swedish Companies Act will be available at the company's website <https://www.bioarctic.se/en/> and the company's office at Warfvinges väg 35, Stockholm no later than three weeks before the meeting, i.e. no later than Wednesday 1 May 2024. The

documents will be sent free of charge to the shareholders who request this and state their address. The documents will also be available at the meeting.

The Nomination Committee's complete proposal (including the Nomination Committee's reasoned statement) will be made available on the company's website when the notice to the General Meeting has been published.

### **Processing of personal data**

In connection with the General Meeting personal data will be processed in accordance with the company's privacy policy, which is available at <https://www.bioarctic.se/en/privacy-policy-shareholders-3839/>

Stockholm in April 2024

**BioArctic AB (publ)**

**The board of directors**