

*English translation is for convenience purposes only. Swedish version shall take precedence in the event of any inconsistency.*

# Articles of association

## Egetis Therapeutics AB (publ)

556706–6724

### § 1 Name

The company's name is Egetis Therapeutics AB (publ).

### § 2 Registered office

The company's registered office shall be situated in the municipality of Stockholm.

### § 3 Object of the company's business

The object of the company's business is to conduct research, development, manufacturing and sales of pharmaceutical products and other activities compatible therewith.

### § 4 Share capital

The share capital shall be not less than SEK 15,000,000 and not more than SEK 60,000,000.

### § 5 Number of shares

The number of shares shall be not less than 280,000,000 and not more than 1,120,000,000.

Two classes of shares may be issued, ordinary shares and class C shares. The ordinary shares shall carry one vote each and the class C shares shall carry one tenth of a vote each.

Shares of either class may be issued up to an amount corresponding to the entire share capital.

Class C shares do not entitle to dividends. Upon the company's liquidation, class C shares carry equivalent right to the company's assets as other shares, however not to an amount exceeding the quota value of the share.

If the company resolves to issue new ordinary shares and class C shares, against payment other than contribution in kind, owners of ordinary shares and class C shares shall enjoy preferential rights to subscribe for new shares of the same class pro rata to the

number of shares previously held by them (primary preferential rights). Shares which are not subscribed for under the primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If the number of shares thus offered are not sufficient for the subscription on the basis of subsidiary preferential rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

If the company resolves to issue new shares of either solely ordinary shares or class C shares, against payment other than contribution in kind, all shareholders, irrespective of whether their shares are ordinary shares or class C shares, shall have preferential rights to subscribe for new shares pro rata to the number of shares previously held by them.

What is set out above with regard to preferential rights shall apply mutatis mutandis in the event of issues of warrants and convertible debentures, and shall not limit the right to resolve upon an issue with deviation from the shareholders' preferential rights.

In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the articles of association.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, after resolution by the company's board of directors, take place through redemption of all class C shares. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if the required funds are available. The redemption amount per class C share shall be the quota value of such shares.

Following receipt of the redemption resolution, holders of shares subject to redemption shall promptly receive payment for the shares, or, if authorization for the redemption from the Swedish Companies Registration Office (Sw. Bolagsverket) or a court is required, following the receipt of notice that the final and effected decision has been registered.

Class C shares held by the company may, upon decision of the board of directors be reclassified into ordinary shares. Immediately thereafter, the board of directors shall register the reclassification to the Swedish Companies Registration Office. The reclassification is effected when it has been registered and the reclassification been reflected in the central securities depository register.

## **§ 6 Board of directors and auditors**

The board of directors shall consist of not less than three (3) and not more than nine (9) members.

The company shall have not less than one (1) and not more than two (2) auditors with or without deputy auditors or a registered public accounting firm.

## **§ 7 Notice of shareholders' meeting**

Notice to attend shareholders' meetings shall be made through advertisements in the Swedish Official Gazette (SW: Post- och Inrikes Tidningar) and on the Company's website. The fact that a notice to attend a meeting has been issued shall be advertised in the Swedish daily newspaper Svenska Dagbladet. If the publishing of Svenska Dagbladet would cease, announcement shall instead be made in an advertisement in Dagens Nyheter.

## **§ 8 Shareholders' right to participate in the shareholders' meeting**

Shareholders who wish to participate in the shareholders' meeting, must be listed in printouts or other representation of the entire share register as set out in the Swedish Companies Act and notify the company not later than the day set out in the notice of the meeting. The last-mentioned day must not be a Sunday, other public holiday, a Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and not fall earlier than the fifth weekday before the meeting.

## **§ 9 Annual general meeting**

The annual general meeting shall be held not later than six months from the end of the fiscal year.

The following matters shall be addressed at the general meeting:

- 1) Election of a chairman for the meeting;
- 2) Preparation and approval of the voting list;
- 3) Approval of the agenda;
- 4) Election of one or two persons who shall approve the minutes of the meeting;
- 5) Determination of whether the meeting has been duly convened;
- 6) Presentation of the submitted annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group;
- 7) Resolutions regarding:
  - a) the adoption of the income statement and the balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet,
  - b) allocation of the company's profits or losses in accordance with the adopted balance sheet,
  - c) discharge of the members of the board and the managing director from liability.
- 8) Determination of fees for members of the board of directors and, where applicable, auditors.
- 9) Election of board members and, where applicable, accounting firm or auditors and prospective deputy auditors.
- 10) Other matters as set out in the Swedish Companies Act (2005:551) or in the company's articles of association.

## **§ 10 Proxies and postal voting**

The board of directors may collect proxies in accordance with the procedure specified in Chapter 7, Section 4, second paragraph, of the Swedish Companies Act (2005:551).

The board of directors may before a general meeting resolve that the shareholders shall be entitled to exercise their voting rights by post before the general meeting.

## **§ 11 The right for persons not being shareholders to attend a general meeting**

The board of directors may resolve that persons not being shareholders of the company shall be entitled, on the conditions stipulated by the board of directors, to attend or in any other manner follow the discussions at a general meeting.

## **§ 12 CSD clause**

The company's shares shall be registered in a central securities depository register according to the Swedish Securities Depositories and Financial Instruments Accounts Act (1998:1479).

## **§ 13 Financial year**

The company's financial year comprises January 1– December 31.

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Adopted at the Annual General Meeting on May 6, 2024