

# ChromoGenics

## **NOTICE OF ANNUAL GENERAL MEETING IN CHROMOGENICS AB (PUBL)**

The shareholders in ChromoGenics AB (publ) reg. no. 556630-1809 (the "Company") are hereby convened to the annual general meeting on Wednesday May 15, 2019, at 14.00 at the offices of Lindahl Lawfirm on Vaksalagatan 10 in Uppsala.

### **Notice etc.**

Shareholders who wish to participate at the annual general meeting must:

- on Thursday May 9, 2019, be registered in the share register kept by Euroclear Sweden AB, and
- notify his or her intention to attend the general meeting to the Company, by mail to Ullforsgatan 15, 752 28 Uppsala, stating "annual general meeting", by telephone to 018-43 00 430, or by e-mail to [info@chromogenics.com](mailto:info@chromogenics.com), at the latest on Monday May 13, 2019.

Such notification shall include the shareholder's name, personal identification number or corporate registration number (or similar), address and daytime telephone number, number of shares, details on advisors (no more than two), if any, and where applicable, details of representatives or proxies.

### **Nominee-registered shares**

To be entitled to participate in the general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names in the share register maintained by Euroclear Sweden AB in order to be entitled to attend the general meeting. Such registration must be duly effected in the share register on Thursday May 9, 2019, and the shareholders must therefore advise their nominees well in advance of such date. Shareholders who have not executed such re-registration will not be entitled to participate in the general meeting.

### **Proxy**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The power of attorney may not be valid for a period exceeding five years from its issuance. The original power of attorney and certificate of registration should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. The Company provides a power of attorney form at request and this is also available at the Company's website, [www.chromogenics.com/](http://www.chromogenics.com/).

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

As of the date of this notice, there are a total of 172,755,980 shares and votes in the Company.

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the general 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. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report and the auditor's report
7. Resolutions on:
  - a) the adoption of the income statement and the balance sheet;

- b) allocation of the Company's result according to the adopted balance sheet; and
  - c) discharge from liability for each of the members of the board of directors and the managing director
8. Resolution on the number of members of the board of directors, deputy members of the board of directors, auditors, and deputy auditors
  9. Determination of remuneration to the board of directors and the auditor
  10. Election of members of the board of directors, deputy members of the board of directors, if any, and auditor
  11. Resolution on the nomination committee for the next annual general meeting
  12. Resolution on authorization for the board of directors to issue new shares, warrants and/or convertible instruments
  13. Closing of the general meeting

### **Proposals to resolutions**

#### *Item 1 – Election of chairman of the general meeting*

The nomination committee – consisting of Anders Brännström, Christer Simrén och Bengt Josefsson – proposes that Mattias Prage, lawyer at Lindahl Lawfirm, is elected as chairman of the general meeting.

#### *Item 6b) – Allocation of the Company's results according to the adopted balance sheet*

The board of directors proposes that no dividends will be paid for the year 2018 and that the accumulated loss is carried forward into new account.

#### *Item 8 – Resolution on the number of members of the board of directors, deputy members of the board of directors, auditors, and deputy auditors*

The nomination committee proposes that the board of directors shall consist of five (5) directors without any deputy members.

Furthermore, it is proposed that the Company shall elect a registered accounting firm as its auditor.

#### *Item 9 – Determination of remuneration to the board of directors and the auditor*

The nomination committee proposes that remuneration is paid with SEK 120,000 for ordinary board members, and with SEK 250,000 for the chairman.

Furthermore, it is proposed that remuneration to the accounting firm is paid according to approved invoice consistent with conventional invoicing standards.

#### *Item 10 – Election of members of the board of directors, deputy members of the board of directors, if any, and auditor*

The nomination committee is still working on its proposal regarding election of members of the board of directors. A proposal will be presented as soon as possible and at the latest at the general meeting.

The nomination committee proposes that the registered accounting firm Öhrlings PriceWaterhouseCoopers (PwC), which has informed the Company that certified auditor Niclas Bergenmo will be chief auditor, is re-elected as auditor. It is proposed that the auditor is elected until the end of the next annual general meeting in the Company.

#### *Item 11 – Resolution on the nomination committee for the next annual general meeting*

The board of directors proposes that the general meeting resolves that the Company, in advance of the next general meeting to be held in 2020, shall establish a nomination committee. It is proposed that the chairman shall instruct the three shareholders with the largest holdings of shares/votes in the Company on October 1, 2019 to each appoint a representative that together

with the chairman shall constitute the nomination committee. If any of these three shareholders abstain from its/his/her right to appoint a representative, the right passes on to the shareholder that, besides those shareholders that have already abstained or appointed a representative, owns the most shares/votes.

It is proposed that the nomination committee shall be tasked with the duty to, at the next general meeting to be held in 2020, bring forward propositions on:

- election of members of the board of directors
- election of the chairman of the board of directors
- remuneration to the board of directors
- election of auditor
- remuneration to the auditor
- chairman at the general meeting
- guidelines for election to the nomination committee

*Item 11 – Resolution on authorization of the board of directors to resolve on an issue of new shares/convertibles/warrants*

The board of directors proposes that the shareholders' meeting authorizes the board of directors, for the time until the next annual general meeting, to issue shares, warrants and/or convertibles.

The board of directors shall be authorized to adopt decisions on issues at one or several occasions, with or without deviation from the shareholders' pre-emption rights and/or by an issue in kind, by way of set-off or otherwise on conditions in accordance with the Swedish Companies Act.

An issue in accordance with this authorization shall be on market conditions. The board of directors shall be authorized to decide on the terms and conditions regarding issues under this authorization and what persons shall be entitled to subscribe for the shares, warrants and/or convertible instruments. The reason for the proposal that the board of directors shall be authorized to resolve on an issue with deviation from the shareholders' pre-emption rights and to resolve on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above, is that the Company shall be able to raise capital to the Company, participate in strategic partnerships and to carry out acquisitions of companies or businesses. The authorisation can be used to issue not more than 17,275,598 shares or warrants, corresponding to approximately 10 per cent of the current outstanding number of shares in the Company. Any issue shall be made at fair market value, as determined by the board of directors.

It is proposed that the managing director is authorized to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

A resolution in accordance with the proposal on authorization for the board of directors is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the general meeting.

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

The board of directors and the managing director 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 on circumstances which may affect the assessment of a matter on the agenda, and circumstances which may affect the assessment of the Company's financial position.

### **Documentation**

The annual report and auditor's report and the auditor's opinion whether the annual general meeting's guidelines for compensation to senior executives have been complied with as well as other documents according to the Swedish Companies Act will be held available at the Company's offices at Ullforsgatan 15, Uppsala, not later than three weeks before the meeting, i.e. not later than Wednesday April 24, 2019. The documents will also be sent, without charge, to shareholders

who so request and state their postal address. The documents will also be held available and presented at the general meeting.

**Privacy notice**

In connection with the annual general meeting, the Company will process personal data in accordance with the Company's privacy notice, available on the Company's website [www.chromogenics.com](http://www.chromogenics.com).

Uppsala in April 2019

**ChromoGenics AB (publ)**

*The board of directors*