

The English version is for convenience only. The Swedish version prevails in the event of any inconsistency.

NOTICE OF ANNUAL GENERAL MEETING IN EGETIS THERAPEUTICS AB (PUBL)

The shareholders of Egetis Therapeutics AB (publ), reg. no. 556706-6724 (the "Company" or "Egetis") are hereby convened to the annual general meeting on Monday May 6, 2024, at 16.00 (CEST) at the premises of Advokatfirman Vinge on Smålandsgatan 20, SE-111 46 Stockholm, Sweden. Registration to the annual general meeting starts at 15.30 (CEST).

Right to participate in the annual general meeting

Participation in the annual general meeting at the venue

A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must be registered in the share register kept by Euroclear Sweden AB on the record date on Thursday April 25, 2024. Shareholders whose shares are registered in the name of a nominee must, well in advance of this date, re-register the shares in their own name. Such registration may be temporary and must have been effected on Monday April 29, 2024, in order for the shareholder to exercise the right to participate in the general meeting.

Shareholders who wish to participate in the annual general meeting shall further give notice no later than Monday April 29, 2024, to the address: Egetis Therapeutics, Klara Norra Kyrkogata 26, SE-111 22, Stockholm, Sweden or via e-mail to info@egetis.com. When providing such notice, the shareholder shall state name, address, telephone number, personal or corporate registration number as well as shareholding.

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.egetis.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 general meeting, 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 May 3, 2024.

Participation by advance voting

A shareholder who wishes to participate in the annual general meeting by advance voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Thursday April 25, 2024, and (ii) give notice no later than Monday April 29, 2024, by casting its advance vote in accordance with the instructions below so that the advance vote is received by the Company no later than on that day.

A shareholder who wishes to participate in the annual general meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the annual general meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the Company's website www.egetis.com. The completed form shall be received by the Company not later than Monday April 29, 2024. Advance votes received later will not be taken into account.

If the shareholder is a legal entity or if the shareholder exercises its voting rights through a proxy, a registration certificate or equivalent document for the legal entity and, where applicable, a power of attorney must be submitted together with the advance voting form. Shareholders who are represented by a proxy must issue a dated and signed power of attorney for the proxy. The period of validity of the power of attorney may be specified for a maximum of five years from the date of issue. If the proxy has been issued by a legal person, a copy of a registration certificate or equivalent authorization document for the legal person shall be enclosed. The Company provides a form of proxy on request and it is also available on the Company's website, www.egetis.com.

Shareholders may not provide the advance vote with any special instructions or conditions. If so, the advance vote is invalid and will not be taken into account. Further instructions and conditions are set forth in the advance voting form and on the Company's website, www.egetis.com. If a shareholder has voted in advance and then attends the annual general meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the annual general meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the annual general meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

Nominee-registered shares

Shareholders whose shares are registered in the name of a bank or other nominee must, in order to exercise their voting rights at the general meeting, request to be entered in the share register in their own name (so-called voting rights registration) so that the shareholder is entered in the share register maintained by Euroclear Sweden AB on Thursday, April 25, 2024. Voting rights registration requested by shareholders in such time that the registration has been made by the relevant nominee no later than Monday, April 29, 2024 will be taken into account in the preparation of the share register. This means that shareholders should communicate their request to the nominee well in advance of this date.

Proposed agenda

1. Opening of the annual 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. Determination of whether the annual general meeting has been duly convened
7. Submission 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 of the parent company; and
 - c. discharge from liability for the members of the Board of Directors and the Chief Executive Officer
9. Resolution of the number of members of the Board of Directors and the number of auditors
10. Resolution on the remuneration to the members of the Board of Directors and the auditor
11. Election of Board of Directors
12. Election of auditor
13. Resolution regarding instructions to the Nomination Committee
14. Resolution on approval of the remuneration report for the financial year 2023
15. Resolution to amend the articles of association
16. Resolution in order to adopt a long-term incentive program for the Company's management and key personnel, including:

- a. adoption of a long-term incentive program for the Company's management and key personnel
 - b. resolution on:
 - i. introduction of a new class of shares by amending the articles of association
 - ii. authorization for the Board of Directors to resolve to issue new class C shares
 - iii. authorization for the Board of Directors to resolve on repurchase of class C shares
 - iv. transfer of own ordinary shares to participants and in the market
 - c. equity swap agreement with a third party
17. Resolution on amendment of previously outstanding long-term incentive programs adopted in 2021, 2022 and 2023, including:
- a. amendment of the terms and conditions of the previously outstanding long-term incentive programs adopted in 2021, 2022 and 2023
 - b. authorization for the Board of Directors to resolve to issue new class C shares
 - c. authorization for the Board of Directors to resolve on repurchase of class C shares
 - d. transfer of own ordinary shares to participants and in the market
18. Resolution on authorization for issuances
19. Closing of the general meeting

Main proposals to resolutions

Item 2 – Election of chairman of the general meeting

The Nomination Committee proposes that attorney-at-law Dain Hård Nevenon is elected as chairman of the general meeting.

Item 8b) – Resolution on allocation of the Company's result pursuant to the adopted balance sheet of the parent company

The Board of Directors proposes that the profits at the general meeting's disposal be carried forward in its entirety. The Board of Director's proposal entails that no dividend is paid for the financial year 2023.

Item 9 – Resolution of the number of members of the Board of Directors and the number of auditors

The Nomination Committee proposes that the number of members of the Board of Directors is to be five, with no deputy members, and the number of auditors is to be one registered public accounting firm.

Item 10 – Resolution on the remuneration to the members of the Board of Directors and the auditor

The Nomination Committee proposes that the Board of Directors' remuneration for the time until the next annual general meeting shall amount according to the following (brackets indicate the remunerations for the current year):

Chairman of the Board of Directors: SEK 630,000 (630,000)

Other members of the Board of Directors not employed by Egetis: SEK 235,000 (235,000)

It is proposed that no remuneration be paid to members of the Board of Directors who are employed by Egetis.

Furthermore, it is proposed that the following remuneration be paid for committee work for the period until the next annual general meeting:

Chairman of the Audit Committee: SEK 80,000 (80,000)

Member of the Audit Committee: SEK 40,000 (40,000)

Chairman of the Remuneration Committee: SEK 50,000 (50,000)

Member of the Remuneration Committee: SEK 25,000 (25,000)

Chairman of the Market Access Committee: SEK 80,000 (80,000)

Member of the Market Access Committee: SEK 40,000 (40,000)

The proposal entails a total remuneration to the Board of Directors amounting to SEK 1,885,000 (2,120,000).

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

Item 11 – Election of Board of Directors

The Nomination Committee proposes re-election of the Board members Thomas Lönngren (chairman), Mats Blom, Gunilla Osswald, Behshad Sheldon and Peder Walberg.

Information about all members proposed to the Company's Board of Directors and the Nomination Committee's motivated statement regarding the proposal for the election of the Board of Directors is published at the Company's website, www.egetis.com

.

Item 12 – Election of auditor

In accordance with the Audit Committee's recommendation, the Nomination Committee proposes re-election of the registered auditing firm Öhrlings PricewaterhouseCoopers AB (PwC) as auditor for a term of office extending until the end of the next annual general meeting. PwC has informed that it, in such case, intends to appoint the authorized public accountant Niclas Bergenmo as the auditor in charge.

Item 13 – Resolution regarding instructions to the Nomination Committee

The Nomination Committee proposes that the annual general meeting resolves to adopt the instructions for the work of the Nomination Committee set out below.

Principles for appointing the members of the Nomination Committee

The general meeting authorizes the Chairman of the Board of Directors to contact the three largest shareholders according to Euroclear Sweden AB's transcription of the share register as of September 30, 2024, each of them appointing a member of the Nomination Committee. In addition, the Chairman of the Board shall, if desired by the members of the Nomination Committee, be co-opted to the Nomination Committee's meetings.

In the event that any of the three largest shareholders does not wish to appoint a member of the Nomination Committee the fourth largest shareholder should be asked and so forth, until the Nomination Committee consists of three members. However, if several shareholders waive their right to appoint a member to the Nomination Committee, no more than the ten largest shareholders need to be consulted.

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.

Should a shareholder having appointed a representative to the Nomination Committee no longer be among the three largest shareholders at a point in time falling three months before the annual general meeting at the latest, the representative appointed by such shareholder shall resign and the shareholder who is then among the three largest shareholders shall have the right to appoint one representative to the Nomination Committee. Unless there are specific reasons otherwise, the already established composition of the Nomination Committee shall, however, remain unchanged in case such change in the ownership is only marginal or occurs during the three-month period prior to the annual general meeting. Where a shareholder has become one of the three largest shareholders due to a material change in the ownership at a point in time falling later than three months before the annual general meeting, such shareholder shall however in any event have the right to appoint a representative who shall have the right to take part of the work of the Nomination Committee and participate at its meetings.

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 2025:

- a. Election of Chairman of the meeting,
- b. Resolution on the number of members of the Board of Directors,
- c. Resolution on the remuneration to the Board of Directors, divided between the Chairman and other members,
- d. Resolution on the remuneration to the auditors,
- e. Election of members of the Board of Directors and Chairman of the Board of Directors,
- f. Election of auditors, and
- g. Proposal for principles for the composition and instructions regarding work of the Nomination Committee

When preparing the proposal regarding the election of members of the Board of Directors and Chairman of the Board of Directors, the Nomination Committee shall apply section 4.1 of the Swedish Corporate Governance Code (the "Code") as a diversity policy.

The Nomination Committee shall otherwise perform the tasks assigned to the Nomination Committee in accordance with the Code.

The work of the Nomination Committee

The Nomination Committee appoints the Chairman of the 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 Chairman of the Nomination Committee. If a member requests that the Nomination Committee be convened, the request shall be complied with.

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 Chairman 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 and reasonable expenses incurred in connection with the Nomination Committee's work shall be borne by the Company.

Item 15 – Resolution to amend the articles of association

The Board of Directors proposes that the annual general meeting resolves to amend the articles of association as follows.

An update of § 4 and § 5 is proposed, whereby the limits for the share capital and the number of shares are increased in order to enable registration of a greater number of shares. In addition, a new paragraph is proposed, § 11, which authorizes the Board of Directors to resolve that persons not being shareholders shall be allowed to attend general meetings.

Following the insertion of a new paragraph, renumbering is proposed, whereby the former § 11 becomes § 12 and so on.

Current wording	Proposed wording
§ 4 Share capital <i>The share capital shall be not less than SEK 5,000,000 and not more than SEK 20,000,000.</i>	§ 4 Share capital <i>The share capital shall be not less than SEK 15,000,000 and not more than SEK 60,000,000.</i>
§ 5 Number of shares <i>The number of shares shall be not less than 95,000,000 and not more than 380,000,000.</i>	§ 5 Number of shares <i>The number of shares shall be not less than 280,000,000 and not more than 1,120,000,000.*</i>
§ 11 (New paragraph inserted)	11 § The right for persons not being shareholders to attend a general meeting <i>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.</i>

**The proposed wording of § 5 of the articles of association will be supplemented under item 16 in the event that the required majority is achieved during the consideration of item 16 at the annual general meeting.*

The Board of Directors proposes that the Chief Executive Officer be authorized to make such minor adjustments to this resolution as may be necessary in connection with its registration.

Item 16 – Resolution in order to adopt a long-term incentive program for the Company's management and key personnel

The Board of Directors of Egetis proposes the introduction of a long-term incentive program for the Company's management and key personnel (including employees and consultants) in accordance with the following.

The Board of Directors proposes that the annual general meeting resolves to adopt a long-term incentive program for management and key personnel (including employees and consultants) in Egetis ("**ESOP 2024**") in accordance with items 16a) – 16b) below.

The resolutions under items 16a) – 16b) below are proposed to be conditional upon each other. Should the majority requirement for item 16b) below not be met, the Board of Directors proposes that Egetis shall be able to enter into an equity swap agreement with a third party in accordance with item 16c) and resolutions below under items 16a) and 16c) shall then be conditional upon each other.

ESOP 2024 is a program under which the participants will be granted, free of charge, stock options to acquire ordinary shares in Egetis ("**Options**"), subject to vesting over a three-year period in accordance with the below. The Board of Directors proposes that a maximum of 8,300,000 Options may be allocated to the participants.

Item 16a) – Adoption of a long-term incentive program for the Company's management and key personnel

The rationale for the proposal

ESOP 2024 is intended for members of management and key personnel (including employees and consultants) in Egetis. The Board of Directors of Egetis believes that an equity-based incentive program in the form of stock options is a central part of a competitive remuneration package in order to attract, retain and motivate competent members of management and key personnel (including employees and consultants) in Egetis, and to focus the participants on delivering exceptional performance which contributes to value creation for all shareholders.

The proposed program is key for the Company's ability to attract, retain and motivate competent key persons and top talents in relevant foreign jurisdictions such as the United States as well as in Europe in the Company's operations and commercial functions. Egetis faces preparations for the market approval application process of Emcitate and continued establishment of a commercial infrastructure. When recruiting experienced commercial personnel in the United States and other key employees in the United States and Europe it will be important for Egetis to be able to offer attractive compensation terms. A competitive equity-based incentive program will be a key component in order to be able to attract and retain highly skilled and experienced individuals.

The Board of Directors of Egetis believes that ESOP 2024 will fortify the alignment of the interests of the participants and the interests of the shareholders. ESOP 2024 is adapted to the current position and needs of Egetis. The Board of Directors is of the opinion that ESOP 2024 will increase and strengthen the participants' dedication to Egetis' operations, improve company loyalty and that ESOP 2024 will be beneficial to both the shareholders and Egetis.

Conditions for Options

The following conditions shall apply for the Options.

- The Options shall be granted free of charge to the participants.

- The Board of Directors shall resolve upon the allocation of Options between the date of the annual general meeting 2024 and the date of the annual general meeting 2025 (with each respective granting falling on a “**Grant Date**”).
- Each Option entitles the holder to acquire one ordinary share in Egetis for a pre-determined exercise price. The exercise price per ordinary share will correspond to 120 percent of the volume weighted average price of the Egetis ordinary share on Nasdaq Stockholm during the ten trading days preceding the Grant Date.
- The Options shall vest over a three-year period, with 0 percent on the first anniversary of the Grant Date, with an annual vesting of 40 percent following the second year after the Grant Date, and with an annual vesting of 60 percent following the third year after the Grant Date, and thereafter be exercisable, provided that the holder, with certain exceptions, still is employed by Egetis (or, in the case of consultants, still provides services to Egetis). In the event that the holder terminates the employment before the Options can be exercised, no Options may be vested.
- Following the expiry of the vesting period, the Options may be exercised during a six-month period.
- The number of Options shall be subject to customary re-calculation, for example in the event that changes occur in Egetis’ equity capital structure, such as a bonus issue, merger, rights issue, share split or reverse share split of ordinary shares, reduction of the share capital or similar measures.
- The Options are non-transferable and may not be pledged.
- The Options may be granted by the parent company as well as any other company within the Egetis group.
- In the event of a public take-over offer, significant asset sale, liquidation, merger or any other such transaction affecting Egetis, the Options will vest in their entirety following the completion of a change of control.

Allocation

The right to receive Options shall accrue to up to 50 employees or consultants of the Company. The Board of Directors may grant Options, on one or several occasions, between the date of the annual general meeting 2024 and the date of the annual general meeting 2025. The maximum number of Options that may be allocated to the participants under ESOP 2024 is 8,300,000.

The maximum allocation per individual in each category shall be 1,700,000 Options for Category 1 (CEO), 700,000 Options for Category 2 (Executive Management), 200,000 Options for Category 3 (Global/functional Head) and 25,000 Options for Category 4 (Functional expert/employee).

Preparation, administration and the right to amend the terms of the Options

The Board of Directors is responsible for preparing the detailed terms and conditions of ESOP 2024, in accordance with the above-mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments to meet foreign regulations or market conditions, including resolving on cash or other settlement if deemed favorable for Egetis based on foreign tax regulations. The Board of Directors may also make other adjustments if significant changes in Egetis or its environment would result in a situation where the adopted terms and conditions of ESOP 2024 no longer serve their purpose.

Net-settlement method for ESOP 2024

ESOP 2024 shall be settled by using a net share-settlement method (“**Net share-settlement**”). The Net share-settlement entails that Options are settled by delivering a number of ordinary shares corresponding to the Option Value (as defined below) to the participants free of charge without any payment of the exercise price. The number of ordinary shares to be delivered is calculated by deducting the exercise price of the exercised Options from the prevailing share price of the Egetis ordinary shares on the stock market at the time of exercise (“**Market Price**”) (the “**Option Value**”) and dividing the Option Value with the Market Price.

Illustrative example of Net share-settlement

A participant in ESOP 2024 holds 100 Options with Market Price of the ordinary shares of SEK 12 and Exercise Price of SEK 8. The difference between the Market Price and the Exercise Price is SEK 4 per Option (Option Value). Instead of the participant paying the Exercise Price (number of Options (100) multiplied by the Exercise Price (SEK 8) and that Egetis delivers 100 ordinary shares worth SEK 12 each (Market Price), Egetis would use Net-settlement by delivering ordinary shares in an amount corresponding to the Option Value divided with the Market Price $((4*100)/12)$ – i.e. Egetis would deliver 33.33 ordinary shares meaning 33 ordinary shares and SEK 4 in cash.

Preparation of the proposal

ESOP 2024 has been initiated by the Board of Directors of Egetis and has been structured based on an evaluation of prior incentive programs and market practice for comparable companies. ESOP 2024 has been prepared by the Remuneration Committee and reviewed by the Board of Directors.

Dilution

At maximum allotment of Options, and provided that (i) hedging measures as set out in item 16b) below and (ii) that the Net share-settlement proposed in item 16a) is approved by the annual general meeting, it is estimated that no more than 8,300,000 ordinary shares will be allotted under ESOP 2024 and no more than 700,000 ordinary shares will be used to hedge costs of social security contributions arising from ESOP 2024, a dilution effect of approximately 2.8 percent of the total number of ordinary shares in the Company will occur. If all outstanding incentive programs in Egetis are included in the calculation, including the proposed hedging measures and the proposed adjustment to Net share-settlement (as further described below), the corresponding maximum dilution, on a fully diluted basis, at the time of the annual general meeting, is estimated to amount to approximately 9.7 percent of the share capital.

The dilution is expected to have a marginal effect on the Company's key performance indicator "Earnings (loss) per share".

Information about Egetis' existing incentive programs can be found in the Company's annual report 2023 in note 11.

Scope and costs of the program

ESOP 2024 will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the Options shall be expensed as personnel costs over the vesting period. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow. Costs of social security contributions will be expensed in the income statement according to UFR 7 during the vesting period.

Assuming a share price at the time of allocation of Options of SEK 6.00, an annual increase in the share price of 15 percent and that all Options are allocated up-front under the assumptions set out under "Dilution" above, the average annual cost for Egetis according to IFRS 2 is estimated to approximately SEK 4.5 million per year before tax. The average annual costs of social security contributions over the vesting period are estimated to approximately a total of SEK 0.9 million, based on the above assumptions, that all Options are fully vested, a vesting period for all Options of three years and costs of social security contributions of 20 percent. If necessary, costs of social security contributions will be covered by hedging measures through the issue of class C shares (see item 16b) below) which would be reclassified to ordinary shares and be sold by a financial intermediary in connection with the exercise of the Options. The costs of social security contributions associated with ESOP 2024 will be fully covered and will hence not affect the Company's cash flow.

The total cost of ESOP 2024, including all social security costs, is estimated to amount to approximately SEK 16.2 million under the above assumptions.

The costs associated with ESOP 2024 are expected to have a marginal effect on the Company's key performance indicator "Expenses relating to R&D/operating expenses".

Delivery of ordinary shares under ESOP 2024

In order to ensure the delivery of ordinary shares under ESOP 2024 and, if necessary, for hedging of costs of social security contributions upon exercise, the Board of Directors proposes that the annual general meeting resolves to introduce a new share class with reclassifiable and redeemable class C shares, to authorize the Board of Directors to resolve on issuance of new class C shares, to authorize the Board of Directors to resolve on repurchase of issued class C shares and to resolve on transfer of own ordinary shares to participants and in the market in accordance with item 16b) below.

Item 16b) – Resolution on (i) introduction of a new class of shares by amending the articles of association, (ii) authorization for the Board of Directors to resolve to issue new class C shares (iii) authorization for the Board of Directors to resolve on repurchase of class C shares, and (vi) transfer of own ordinary shares to participants and in the market

In order to ensure the delivery of ordinary shares under ESOP 2024, and if necessary, for hedging of costs of social security contributions, the Board of Directors proposes that the annual general meeting resolves in accordance with the proposals in (i)-(iv) below.

All resolutions under item 16b)-(i)-(iv) are proposed to be conditional upon each other and are therefore proposed to be adopted jointly. In addition, the resolutions are also conditional upon the annual general meeting resolving in accordance with the Board of Directors' proposal to amend the articles of association in item 15.

Item 16b)(i) – Introduction of a new class of shares by amending the articles of association

The Board of Directors proposes that the annual general meeting resolves to amend the articles of association as follows.

An update of § 5 is proposed, whereby issuance of class C shares, reclassification of class C shares to ordinary shares and redemption of class C shares are enabled, and that the preferential rights are regulated.

The update of § 5 shall complement what is stated in the proposal in item 15 above.

Current wording

Proposed wording

§ 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

§ 5 Number of shares

The number of shares shall be not less than 95,000,000 and not more than 380,000,000.

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.

Item 16b)(ii) - Authorization for the Board of Directors to resolve to issue new class C shares

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors, during the period until the annual general meeting 2025, on one or more occasions, to increase the Company's share capital by an issuance of class C shares. With deviation from the shareholders' preferential rights, a participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value. The purpose of the authorization and the reason for the

deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of ordinary shares to participants under ESOP 2024, as well as to cover any costs for social contributions arising as a result of ESOP 2024. A maximum of 9,000,000 class C shares may be issued in accordance with this authorization.

Item 16b)(iii) – Authorization for the Board of Directors to resolve on repurchase of class C shares

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors, during the period until the annual general meeting 2025, on one or more occasions, to resolve on repurchase of class C shares. The repurchase may only be effected through an offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the repurchased class C shares shall be made in cash. The purpose of the repurchase authorization is to ensure delivery of ordinary shares to the participants in ESOP 2024 and to cover any costs for social contributions arising as a result of ESOP 2024, and the class C shares may therefore be reclassified to ordinary shares after the repurchase.

Item 16b)(iv) – Transfer of own ordinary shares to participants and in the market

The Board of Directors proposes that the annual general meeting resolves that the class C shares repurchased by the Company by virtue of the authorization to repurchase class C shares in accordance with item 16b)(iii) above may, after reclassification into ordinary shares, be transferred free of charge to participants in ESOP 2024 in accordance with the resolved terms and conditions, and be sold on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price range at the relevant time, in order to cover any costs for social security contributions in accordance with the terms and conditions of ESOP 2024. The number of shares to be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events.

Item 16c) – Equity swap agreement with a third party

Should the majority requirement for item 16b) above not be met, the Board of Directors proposes that the annual general meeting resolves that ESOP 2024 instead shall be hedged through Egetis entering into an equity swap agreement with a third party on terms in accordance with market practice, whereby the third party in its own name shall be entitled to acquire and transfer shares of Egetis to the participants.

Item 17 – Resolution on a) amendment of the terms and conditions of the previously outstanding long-term incentive programs adopted in 2021, 2022 and 2023, b) authorization for the Board of Directors to resolve to issue new class C shares, c) authorization for the Board of Directors to resolve on repurchase of class C shares, and d) transfer of own ordinary shares to participants and in the market

The Board of Directors has considered revised terms and conditions as well as different methods for transfer of ordinary shares to participants under the Company's long-term incentive programs based on employee stock options in order to have relevant terms and manage the programs in a cost-effective and flexible manner and to limit dilution under the ESOP 2024 as well as other outstanding incentive programs.

In light of this, the Board of Directors has proposed that ESOP 2024, in accordance with what is stated above, is implemented with adjusted terms and conditions compared to previous incentive programs whereby settlement of ESOP 2024 shall take place through a net share-settlement method and that delivery of ordinary shares, and if necessary, to cover costs for social security

contributions upon exercise shall be made by introducing a new share class with reclassifiable and redeemable class C shares, authorization for the Board of Directors to resolve on issuance of new class C shares, authorization for the Board of Directors to resolve on repurchase of issued class C shares and resolution on transfer of own ordinary shares to participants and in the market (see item 16a)-b) above).

The Board of Directors therefore proposes that the above amendments be approved and apply also to the previously outstanding long-term incentive programs adopted by the annual general meetings 2021, 2022 and 2023 ("**ESOP 2021-2023**") as set out below.

All resolutions under items 17a)-d) are proposed to be conditional on each other and are therefore proposed to be adopted jointly. In addition, the resolutions are also conditional upon the annual general meeting resolving in accordance with the Board of Directors' proposal to amend the articles of association in item 15 and item 16b)(i).

Item 17a) – Amendment of the terms and conditions of the previously outstanding long-term incentive programs adopted in 2021, 2022 and 2023

The Board of Directors proposes that an amendment of the terms is implemented regarding ESOP 2021-2023. The proposal entails the inclusion of a net share-settlement method which means that settlement of ESOP 2021-2023 is carried out using a net share-settlement method (as described in item 16a) above under the heading "*Net share-settlement method for ESOP 2024*").

Item 17b) – Authorization for the Board of Directors to resolve to issue new class C shares

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors, during the period until the annual general meeting 2025, on one or more occasions, to increase the Company's share capital by an issuance of class C shares. With deviation from the shareholders' preferential rights, a participating bank shall be entitled to subscribe for the new class C shares at a subscription price corresponding to the quota value. The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of ordinary shares to participants in ESOP 2021-2023, as well as to cover any costs for social contributions arising as a result of ESOP 2021-2023. A maximum of 20,000,000 class C shares may be issued under this authorization.

Item 17c) – Authorization for the Board of Directors to resolve on repurchase of class C shares

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors, during the period until the annual general meeting 2025, on one or more occasions, to resolve on repurchase of class C shares. The repurchase may only be effected through an offer directed to all holders of class C shares and shall comprise all outstanding class C shares. Repurchases shall be effected at a purchase price corresponding to the quota value of the share. Payment for the repurchased class C shares shall be made in cash. The purpose of the repurchase authorization is to ensure delivery of ordinary shares to the participants in ESOP 2021-2023 and to cover any costs for social contributions arising as a result of ESOP 2021-2023, and the class C shares may therefore be reclassified to ordinary shares after the repurchase.

Item 17d) – Transfer of own ordinary shares to participants and in the market

The Board of Directors proposes that the annual general meeting resolves that the class C shares repurchased by the Company by virtue of the authorization to repurchase class C shares in accordance with item 17c) above may, after reclassification into ordinary shares, be transferred free of charge to participants in ESOP 2021-2023 in accordance with the resolved terms and conditions, and be sold on Nasdaq Stockholm, including through a financial intermediary, at a price within the registered price range at the

relevant time, to cover any costs for social security contributions in accordance with the terms and conditions of ESOP 2021-2023. The number of shares to be transferred is subject to recalculation in the event of a bonus issue, split, rights issue and/or other similar events.

Item 18 – Resolution on authorization for issuances

The Board of Directors proposes that the annual general meeting resolves to authorize the Board of Directors to, on one or several occasions during the period up to the annual general meeting 2025, resolve on issuance of shares, convertibles and/or warrants, with or without deviating from the shareholders' preferential rights, and with or without provisions on payment by non-cash consideration and/or by way of set-off or other provisions. However, in the event of deviation from the shareholders' preferential rights, the Board of Directors shall not be authorized to resolve on issues which increase the number of shares by more than fifteen (15) percent in relation to the number of ordinary shares when the authorization was first used.

The purpose of the authorization and the reason to propose that the Board of Directors shall be authorized to resolve on issues with deviation from the shareholders' preferential 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 authorization shall be on market terms.

Special majority requirements

For a valid resolution under item 15 and item 18 it is required that the proposal is supported by at least two thirds of both the votes cast and the shareholders represented at the annual general meeting. For a valid resolution under item 16b) and item 17, the proposal is required to be supported by at least nine tenths of both the votes cast and the shareholders represented at the annual general meeting.

Number of shares and votes

As of the date of this notice, there is a total of 292,571,459 shares in the Company. All shares represent one vote. The Company does not hold any shares.

Shareholders' right to information

Shareholders are reminded of their right to obtain information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. The Board of Directors and the Chief Executive Officer shall, upon request by any shareholder, and where the Board of Directors believes that such may take place without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of an item on the agenda and the Company's relation to other companies within the group.

Provision of documents



PRESS RELEASE

28 March 2024 19:00:00 CET

The annual report and the auditor's report, complete proposals for resolutions, remuneration report in accordance with Chapter 8 Section 53 of the Swedish Companies Act, the auditor's statement 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 www.egetis.com and the Company's office at Klara Norra Kyrkogata 26, SE-111 22 Stockholm, Sweden no later than three weeks before the meeting, i.e. no later than Monday April 15, 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 general meeting.

Handling of personal data

Personal data in connection with the annual general meeting will be processed according to the Company's privacy policy, which is available at <https://www.egetis.com> as well as the privacy policy available at Euroclear's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in March 2024

Egetis Therapeutics AB (publ)

The Board of Directors

Attachments

[NOTICE OF ANNUAL GENERAL MEETING IN EGETIS THERAPEUTICS AB \(PUBL\)](#)