

The Nomination Committee's proposals for the annual general meeting 2025

The Nomination Committee of Egetis Therapeutics AB (publ), reg. no. 556706-6724, (the “**Company**”) has been appointed in accordance with the principles adopted by the annual general meeting 2024 and consists of James Brush (Chairman), appointed by Frazier Life Sciences, Peter Lindell, appointed by Cidro Förvaltning AB and Peder Walberg, appointed by Cetoros AB. The Chairman of the Board, Mats Blom, has been co-opted to the Nomination Committee's meeting and has otherwise been in close dialog with the Nomination Committee.

The composition of the Nomination Committee was announced on October 31, 2024 and has been available on the Company's website. The members of the Nomination Committee have been appointed by shareholders who together represent approximately 34 percent of the shares and approximately 36 percent of the votes in the Company.

In accordance with the principles adopted by the annual general meeting 2024, the Nomination Committee makes the following proposals for the annual general meeting on May 6, 2025.

Chairman of the annual general meeting

The Nomination Committee proposes that attorney-at-law Dain Hård Nevonen is elected as Chairman of the annual general meeting.

Number of members of the Board and auditors

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

Remuneration to the Board members and the auditor

The Nomination Committee proposes remuneration to the Board of Directors with three components where the basic remuneration corresponds to a value of SEK 2,100,000 (1,805,000), committee work and travel allowance correspond to SEK 465,000 (315,000) and share awards correspond to a value of SEK 1,700,000 (-). Total remuneration corresponds to a value of SEK 4,265,000 (2,120,000) until the end of the annual general meeting 2026. The proposed remuneration for ordinary work of the Board of Directors (excluding committee work and travel allowance) for the period until the end of the annual general meeting 2026 corresponds to a total value of SEK 3,800,000 (1,805,000).

Remuneration for ordinary work of the of Board of Directors are proposed to be allocated in accordance with the following:

- SEK 800,000 (630,000) in cash and SEK 425,000 (-) in share awards to the Chairman of the Board of Directors; and
- SEK 325,000 (235,000) in cash to each of the other Board members not employed by Egetis as well as (i) SEK 283,333 (-) in share awards to each of the other Board members not employed by Egetis proposed for re-election and (ii) SEK 425,000 (-) in share awards to the Board member proposed for new election.

In addition to the above proposed remuneration for ordinary work of the of Board of Directors, it is proposed that each of the Board members residing in Switzerland shall receive an additional amount of SEK 50,000 in cash.

The proposal on remuneration in the form of share awards is conditional on the annual general meeting resolving on the Nomination Committee's proposal for a long-term shareholder program for members of the Board of Directors of Egetis ("Board SHP 2025"), for further information please see item 15 in the notice to the annual general meeting 2025. Should the majority requirement not be met, the Nomination Committee proposes that the remuneration amounts stated above be paid in full in cash, whereby the Board members are requested to invest the above amount allocated to the share awards (net of tax) in ordinary shares in the Company by buying shares on the market.

The proposed remuneration for work within the committees of the Board of Directors for the period until the end of the annual general meeting 2026 amounts to a total of SEK 365,000 (315,000) and shall be allocated in accordance with the following:

- SEK 100,000 (80,000) to the Chairman of the Audit Committee and SEK 40,000 (40,000) to the other member;
- SEK 50,000 (50,000) to the Chairman of the Remuneration Committee and SEK 25,000 (25,000) to the other member; and
- SEK 75,000 (80,000 to the Chairman and 40,000 to the other member) to each of the two Co-Chairmen of the Market Access Committee.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the auditor shall be paid against approved invoice.

Election of the Board of Directors

The Nomination Committee has taken part of the Board evaluation and has been in contact with all Board members. The Nomination Committee proposes re-election of the Board members Mats Blom, Gunilla Osswald, Elisabeth Svanberg and Behshad Sheldon. The Board member Thomas Lönngren has declined re-election.

No deputies are proposed to be elected.

The Nomination Committee proposes new election of Margarida Duarte.

Information about the proposed new Board member Margarida Duarte

- *Date of birth:* 12 February 1976.
- *Education:* B.S. in Pharmaceutical Sciences from Universidade de Lisboa and an Executive Master's degree in Medical Marketing Management from Instituto Universitário de Lisboa.
- *Other current assignments:* Executive Vice President, Global Chief Commercial Officer, Deciphera Pharmaceuticals.
- *Principal work experience:* Vice President, Head of Commercial Canada, Europe and Middle East and Africa for Alnylam Pharmaceuticals until 2021, launching Alnylam's first products in rare disease. Ms. Duarte also has extensive global experience from various senior commercial positions in international pharmaceutical companies, including STEPSTONE Pharma, Exelixis, Onyx Pharmaceuticals and Amgen, with a focus in oncology and hematology and rare diseases.
- *Shareholding in the Company:* Ms. Duarte holds no shares in the Company.
- *Independent of:*
 - *The Company and executive management:* Yes.
 - *Major shareholders:* Yes.

Furthermore, the Nomination Committee proposes re-election of Mats Blom as Chairman of the Board.

The Nomination Committee assesses that the composition of the Board of Directors meets the requirements for independence set out in the Swedish Corporate Governance Code. The Nomination Committee's motivated statement regarding the proposal for the election of the Board of Directors is presented in [Appendix 1](#).

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.

Instructions for the work of 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, 2025, 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 2026:

- 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.

Stockholm, April 2025

The Nomination Committee of Egetis Therapeutics AB (publ)

Annex 1. The Nomination Committee's motivated statement regarding the proposal for the election of the Board of Directors for the annual general meeting 2025

Report on the work of the Nomination Committee during the year

Within the framework of its work for the annual general meeting 2025, the Nomination Committee has held four meetings at which minutes were recorded, as well as written and oral communication both before and after the meetings of the Nomination Committee. The Chairman of the Board was co-opted to the Nomination Committee's meetings and the communication, but did not participate in the decision on the Nomination Committee's recommendation on the remuneration to the Board members. The Nomination Committee has also conducted interviews with all members of the Board of Directors and certain members of the management of the Company. As a basis for its work, the Nomination Committee has, among other things, conducted an annual evaluation of the Board's work that has been carried out. The evaluation focuses on the Board's working methods, its working climate and the need for special Board competence. The Nomination Committee has noted that the Board members' commitment as well as the frequency of attendance have been high, and that the Board's work has functioned well during the past mandate period.

Shareholders have had the opportunity to submit proposals to the Nomination Committee.

The Nomination Committee's motivated statement regarding the proposal for the election of the Board of Directors

The starting point for the Nomination Committee's work is that the Board of Directors shall have an appropriate composition with regard to the Company's operations, stage of development and other circumstances, characterized by versatility and breadth of the Board members' competence, experience and background. The Nomination Committee has in particular taken into account the need for industry experience and other relevant competence in order to successfully drive the Company's continued development and strategy. Independence issues have also been highlighted as well as the issue of diversity and a balanced gender distribution.

The Nomination Committee is of the opinion that the proposed Board is well functioning, but that it should be strengthened with a new Board member as Thomas Lönngren has declined re-election. The Nomination Committee has concluded that there is a benefit of adding additional knowledge and experience from market access and commercial launch of pharmaceutical products, since Egetis is now in commercial phase in Europe and prepares for the market approval application process of Emcitate in the US. Following a search process, the Nomination Committee has proposed that Margarida Duarte is elected as new Board member. The proposed Board members have solid experience of the life science industry and other expertise in medicine, research, regulatory issues, pharmaceutical product launch, finance, management and business development. Several of the proposed members also have experience of Board work in listed companies and the special requirements imposed on such companies. The Nomination Committee considers that the proposed Board of Directors has an appropriate experience, competence and breadth. The Nomination Committee has also assessed that the members have the time and availability required to perform the assignment as a Board member in a satisfactory manner.

In an assessment of the proposed Board members' independence, the Nomination Committee has found that its proposal for the Board of Directors of the Company meets the

requirements for independence set out in the Code. All of the proposed Board members are independent both in relation to the Company and its management and in relation to the Company's major shareholders.

Against the above background, the Nomination Committee considers that the proposed Board of Directors has an appropriate composition with regard to the Company's operations, stage of development and other circumstances.

Information on all proposed Board members is available on Egetis Therapeutics' website www.egetis.com.