Cyxone AB (publ) 559020-5471 26 April 2023



The English text is an unofficial translation. In case of any discrepancies between the Swedish language version of this document and the English translation, the Swedish language version shall prevail.

# Notice of annual general meeting in Cyxone AB

The shareholders in Cyxone AB, Reg. No. 559020-5471 ("Cyxone"), are hereby invited to the annual general meeting on Tuesday 30 May 2023 at 10.00 CEST, at the company's office, Hyllie Stationstorg 31 in Malmö, Sweden.

## Right to participate and notification

Shareholders wishing to attend the annual general meeting must:

- be registered in the company's share register kept by Euroclear Sweden AB as of Monday
  22 May 2023, and
- have notified their participation no later than Wednesday 24 May 2023 by mail to Cyxone AB, Hyllie Boulevard 34, SE-215 32 Malmö, Sweden or by e-mail to <a href="mailto:admin@cyxone.com">admin@cyxone.com</a>. The notification should specify the shareholder's complete name, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (two at the most).

# Trustee-registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the annual general meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than as of Wednesday 24 May 2023. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

### Proxy etc.

If the shareholder should be represented by a proxy, the proxy must bring a written power of attorney, which is dated and duly signed by the shareholder, to the meeting. The validity term of the power of attorney may not be more than one year, unless a longer validity term is specifically stated in the power of attorney (however at the longest five years). If the power of attorney is issued by a legal entity, the representing proxy must also present an up-to-date registration certificate or equivalent document for the legal entity. In order to facilitate the entrance at the meeting, a copy of the power of attorney and other authorization documents should preferably be attached to the shareholder's notification to participate in the meeting. A template power of attorney is available at the company's website (<a href="https://www.cyxone.com">www.cyxone.com</a>) and will be sent to shareholders who request it and state their address.

## Proposed agenda

- 0. Opening of the meeting.
- 1. Election of Chairman of the meeting.
- 2. Preparation and approval of the register of voters.
- 3. Approval of the agenda.
- 4. Election of one or two persons to confirm the minutes.

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- 5. Determination as to whether the meeting has been duly convened.
- 6. Address by the CEO.
- 7. Submission of the annual report and the audit report as well as the consolidated annual report and the consolidated audit report.
- 8. Resolution on adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet.
- 9. Resolution on allocation of the company's profit in accordance with the adopted balance sheet.
- 10. Resolution on discharge from liability of the members of the board of directors and the CEO.
- 11. Determination of the number of members of the board of directors and the number of auditors and deputy auditors.
- 12. Determination of remuneration for the members of the board of directors and the auditors.
- 13. Election of members of the board of directors and auditors.
- 14. Principles for appointment of the Nomination Committee.
- 15. Resolution on authorization for the board of directors to issue new shares, warrants or convertibles with preferential rights for the shareholders or against payment in kind.
- 16. Resolution on authorization for the board of directors to issue new shares, warrants or convertibles with deviation from the shareholders' preferential rights and against payment in cash or through set-off.
- 17. Closing of the meeting.

## **Proposed resolutions**

Item 1: Election of Chairman of the meeting

The Nomination Committee, convened by the Chairman of the Board Bert Junno, has for the annual general meeting 2023 consisted of Ivar Nordqvist, representing own shares, Göran Ofsén, representing own shares, and Mikael Lindstam, representing own shares. Ivar Nordqvist has served as Chairman of the Nomination Committee. The Nomination Committee proposes that lawyer Ola Grahn is elected as Chairman of the annual general meeting.

Item 9: Resolution on allocation of the company's profit in accordance with the adopted balance sheet

The board of directors proposes that no dividends are paid and that available funds are carried forward.

Item 11: Determination of the number of members of the board of directors and the number of auditors and deputy auditors

The Nomination Committee proposes that the board of directors shall be composed of four ordinary board members.

The Nomination committee further proposes that one registered accounting firm is appointed as auditor with no deputy auditors.

Item 12: Determination of remuneration for the members of the board of directors and the auditors

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The Nomination Committee proposes that board remuneration shall be paid with SEK 400,000 to the Chairman of the board of directors (unchanged since previous year) and with SEK 200,000 to each of the other board members not employed by the company (unchanged since previous year).

The Nomination Committee further proposes that remuneration for the auditor shall be paid in accordance with approved invoice.

Item 13: Election of members of the board of directors and auditors

The Nomination Committee proposes that Bert Junno is re-elected as board member, that Michael Oredsson, Andrew Scorey and Jürgen Reess are elected as new board members, and that Michael Oredsson is elected as new Chairman of the board of directors. The current board members Mikael Lindstam and Carl-Magnus Högerkorp have declined re-election and the current Chairman of the board Bert Junno has declined re-election as Chairman of the board.

Michael Oredsson, born 1960, holds a business degree with an international focus from Lund University. During his career, Michael Oredsson has experience from leading positions in multinational food companies such as Nestlé, Coca-Cola Company and Mars Inc. in Sweden, Germany and France and between 1993 and 2000 within Pharmacia in Sweden and Australia. Since 2000, Michael Oredsson has worked as CEO of a number of listed and privately owned life science companies in Sweden, Denmark, Australia and Belgium, including Probi and BioInvent in Lund. In addition, Michael Oredsson has held about ten board assignments, three of which as chairman of the board.

Other ongoing assignments: Board member of NLSC - Northern Lights Southern Cross AB. CEO of The Akkermansia Company.

Holdings in Cyxone: 0

Andrew Scorey, born 1967, Bachelor of Business studies, University of Cape Town, Executive degrees in Business and Marketing. Andrew Scorey has a broad experience from senior roles in business and marketing from the pharmaceutical and food industries. Andrew Scorey has held several international roles within Abbot Corporation, Nestlé and Novartis, operating in the United States, South America, South Africa, the United Kingdom, Switzerland, Southeast Asia and China.

Other ongoing assignments: CEO of ADPSCOREY ApS and ADPSCOREY Holding ApS.

Holdings in Cyxone: 0

Jürgen Reess, born 1962, MD and PhD, University of Ulm. Jürgen Reess is a physician specialized in neurology with over 20 years of experience in operational and strategic clinical development of new drugs, most recently as Corporate Senior Vice President of International Project Management at Boehringer Ingelheim, Human Pharma. Jürgen Reess led the development, approval and launch of several blockbuster therapies for autoimmune and CNS diseases at Boehringer Ingelheim. Jürgen Reess is co-founder of the US-based biotech company MoglingBio and currently Chief Medical Officer of SciRhom and member of the CNS Scientific Advisory Board of Pivotal bioVenture Partners.

Other ongoing assignments: CEO of MoglingBio Inc.

Holdings in Cyxone: 0

Information on the board member proposed for re-election can be found at the company's website (<a href="www.cyxone.com">www.cyxone.com</a>) and in the annual report.

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The Nomination Committee further proposes that the registered accounting firm KPMG AB is reelected as auditor. KPMG AB has informed that the authorized public accountant Camilla Alm Andersson will continue to be the auditor in charge.

Item 14: Principles for appointment of the Nomination Committee

The Nomination Committee proposes that the following principles for appointment of the Nomination Committee are adopted:

The Nomination Committee shall consist of representatives of at least two and at most three of the largest shareholders in terms of voting rights as of 30 September 2023. If any of these refrains from appointing a representative, the following shareholders shall be given the opportunity to appoint a representative in order of size until a sufficient number of members have been appointed. The names of the members of the Nomination Committee shall be published by the company no later than six months before the annual general meeting 2024.

The shareholder representative representing the largest shareholder is appointed as Chairman of the Nomination Committee, unless the Nomination Committee decides otherwise. If any member of the Nomination Committee, before its work is completed, resigns or ceases to represent the shareholder who nominated the member, the member shall be replaced by another person nominated by the shareholder.

If any shareholder who is not represented on the Nomination Committee is larger in terms of votes than another shareholder represented on the Nomination Committee, the larger shareholder in terms of votes has the right to appoint a member to the Nomination Committee, whereby the member of the Nomination Committee who represents the smallest shareholder in terms of voting rights shall leave the Nomination Committee.

The term of office of the Nomination Committee thus appointed shall run until a new Nomination Committee has taken office.

The Nomination Committee shall have the right to charge the company with costs for, for example, recruitment consultants and other consultants required for the Nomination Committee to be able to fulfill its assignment and may also co-opt members to the Nomination Committee if appropriate; however, an adjunct member shall not have the right to vote in the Nomination Committee. The Chairman of the Board shall convene the Nomination Committee.

Prior to the annual general meeting 2024, the Nomination Committee shall present proposals for the Chairman of the annual general meeting, board members, Chairman of the Board, board remuneration, auditors, auditors' remuneration, fees for the Nomination Committee and principles for the Nomination Committee. The Nomination Committee shall comply with the Swedish Corporate Governance Code.

Item 15: Resolution on authorization for the board of directors to issue new shares, warrants or convertibles with preferential rights for the shareholders or against payment in kind

The board of directors proposes that the annual general meeting resolves to authorize the board of directors to resolve, on one or several occasions before the next annual general meeting, to issue new shares, warrants or convertibles with preferential rights for the shareholders or conditional upon payment in-kind. As regards to the preferential issue, the payment may be in cash or through set-off. The total number of shares that may be issued, or, as regards issue of convertibles or warrants, issued by conversion or exercise, under the authorization shall not be

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limited in any other way than by the limits for the share capital and number of shares, as set forth from time to time in the registered articles of association.

Item 16: Resolution on authorization for the board of directors to issue new shares, warrants or convertibles with deviation from the shareholders' preferential rights and against payment in cash or through set-off

The board of directors proposes that the annual general meeting resolves to authorize the board of directors to resolve, on one or several occasions before the next annual general meeting, to issue new shares, warrants or convertibles with deviation from the shareholders' preferential rights. Shares, warrants or convertibles may be issued for cash payment or payment through set-off. The total number of shares that may be issued, or, as regards issue of convertibles or warrants, issued by conversion or exercise, under the authorization shall not be limited in any other way than by the limits for the share capital and number of shares, as set forth from time to time in the registered articles of association. An issue adopted on the basis of the authorization, shall be made on market terms (meaning that an issue discount in line with prevailing market conditions may be granted).

# Particular majority requirements

For valid resolution on the proposal pursuant to item 16, the proposal must be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the annual general meeting.

## Information at the annual general meeting

The board of directors and the CEO shall at the annual general meeting, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries financial position and the company's relation to other companies within the group.

## Meeting documents

Financial statements, the audit report, complete proposals for resolutions and other documents for the annual general meeting, will be available at the company's office, at Hyllie Stationstorg 31, SE-215 32 Malmö, Sweden, and at the company's website (<a href="www.cyxone.com">www.cyxone.com</a>) as from no later than three weeks before the annual general meeting, and will also be sent to shareholders who request it and provide their address. Copies of the documents will also be presented at the annual general meeting.

### Number of shares and votes in the company

As of the date of this notice, the total number of shares and votes in the company amounts to 98,444,728. The company does not hold any own shares.

# Processing of personal data

For information on how your personal data is processed, see <a href="https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf">https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf</a>.

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26 April 2023



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Malmö in April 2023

Cyxone AB (publ)

The Board of Directors

# For further information about Cyxone AB, please contact:

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The information was submitted for publication, through the agency of the contact person set out above, on 26 April 2023.

# **About Cyxone AB**

Cyxone AB (publ) (Nasdaq First North Growth Market: CYXO) develops disease modifying therapies for diseases such as rheumatoid arthritis and multiple sclerosis. Rabeximod is a Phase 2 candidate drug being evaluated for the management of rheumatoid arthritis. T20K is a Phase 1 candidate drug for treatment of multiple sclerosis. Certified Adviser is FNCA Sweden AB. For more information, please visit <a href="https://www.cyxone.com">www.cyxone.com</a>.