

## **Press release from Extraordinary General Meeting of Cereno Scientific AB (publ)**

**An Extraordinary General Meeting of Cereno Scientific AB (“Cereno”) was held today, 15 May 2019, at the offices of GU Ventures at Erik Dahlbergsgatan 11 in Gothenburg, Sweden. A summary of the resolutions made is presented below. All resolutions were unanimous.**

### **Resolution on changes to the Articles of Association**

The Meeting resolved, in accordance with the proposal from the Board of Directors, to adopt new Articles of Association with amended limits for share capital and the number of shares, as a result of which the Articles of Association have been amended as follows.

#### **Article 4 – Share capital**

*Previous wording (prior to the Meeting):*

The share capital shall be not less than SEK 1,000,000 and not more than SEK 4,000,000.

*New wording:*

The share capital shall be not less than SEK 1,900,000 and not more than SEK 7,600,000.

#### **Article 5 – Number of shares**

*Previous wording (prior to the Meeting):*

The number of shares in the Company shall be not less than 10,000,000 and not more than 40,000,000.

*New wording:*

The number of shares in the Company shall be not less than 19,000,000 and not more than 76,000,000.

### **Resolution on new issue of shares with preferential rights for existing shareholders**

The Meeting approved the Board’s resolution on a new issue with preferential rights for existing shareholders

The company’s share capital will increase by no more than SEK 1,918,130.20 through the new issue of no more than 19,181,302 Class B shares.

The new shares will be available for subscription at a price of SEK 2.90 per share.

Anyone who on the record date of 21 May 2019 is registered as a shareholder in the Company (regardless of share class) will receive one (1) subscription right for each share held. One (1) subscription right entitles the holder to subscribe for one (1) new Class B share (primary preferential right). If shares are not subscribed for with subscription rights, the Board of Directors will, within the

limit of the maximum amount of the issue, decide on allotment of shares subscribed for without subscription rights in accordance with the following.

The allotment of shares subscribed for without subscription rights will firstly be offered to those who have also subscribed for shares with subscription rights, and who were shareholders on the record date, and if it is not possible to implement full allotment on this basis, the shares will be allotted pro rata in relation to the number of subscription rights utilised for subscription and, insofar as this is not possible, by lottery.

The allotment of shares subscribed for without subscription rights will secondly be offered to those who have also subscribed for shares with subscription rights, and who were not shareholders on the record date, and if it is not possible to implement full allotment on this basis, the shares will be allotted pro rata in relation to the number of subscription rights utilised for subscription and, insofar as this is not possible, by lottery.

The allotment of shares subscribed for without subscription rights will thirdly be offered to others who have solely applied to subscribe without subscription rights, and if it is not possible to implement full allotment on this basis, the shares will be allotted pro rata in relation to the number of shares that each has subscribed for and, insofar as this is not possible, by lottery.

The allotment of shares will fourthly and finally be offered to such parties who have signed underwriting commitments as underwriters, and if it is not possible to implement full allotment to these parties, the shares will be allotted pro rata in relation to the number of shares that each has committed themselves to subscribe for and, insofar as this is not possible, by lottery.

Subscription for new shares will take place between 23 May and 7 June 2019 or, in respect of the fourth subscription allotment procedure above, not later than three banking days thereafter. The Board of Directors is, however, entitled to extend the subscription period.

Subscription with primary preferential rights must take place by simultaneously submitting a cash payment, in other words, between 23 May and 7 June 2019. The Board of Directors is, however, entitled to postpone the final day for payment.

Subscription without primary preferential rights must be made using a special application form within the period stated above, after which payment must be made in cash in accordance with the instructions on the settlement note, but not later than three banking days from when the note was received.

The new shares entitle their holders to receive dividends for the first time on the record date for dividends that occurs immediately following the registration of the new shares in the company's shareholders' register.

#### **Resolution on authorisation for the Board to decide on the new issue of shares**

The Meeting approved in accordance with the Board's proposal to authorise the Board of Directors, without preferential rights for shareholders, to make decisions to increase the company's share

capital through the new issue of Class B shares, meaning the company's share capital may increase by no more than SEK 172,413.70, corresponding to no more than 1,724,137 new Class B shares, according to the following terms and conditions.

The new issue of shares will take place for overallotment in conjunction with the rights issue and distribution of shares will be carried out as follows:

The allotment of shares will firstly be made to institutional or professional investors who have subscribed for shares as part of the rights issue without subscription rights and who the Board of Directors deem will expand the long-term and institutional ownership of the company, and thereby support the company's opportunities to create additional value for all shareholders.

The allotment of shares will secondly be offered to those who have subscribed for shares in the rights issue with subscription rights, and who were shareholders on the record date, and if it is not possible to implement full allotment on this basis, the shares will be allotted pro rata in relation to the number of subscription rights utilised for subscription and, insofar as this is not possible, by lottery.

The allotment of shares will thirdly be offered to those who have subscribed for shares in the rights issue with subscription rights, and who were not shareholders on the record date, and if it is not possible to implement full allotment on this basis, the shares will be allotted pro rata in relation to the number of subscription rights utilised for subscription and, insofar as this is not possible, by lottery.

The allotment of shares will fourthly be offered to others who have solely applied to subscribe without subscription rights and if it is not possible to implement full allotment on this basis, the shares will be allotted pro rata in relation to the number of shares that each has subscribed for and, insofar as this is not possible, by lottery.

Payment is to be made in cash.

The subscription price will be set at the same rate as applies to the rights issue.

The purpose of the authorisation, as well as the reason for allowing the new issue with deviation from the shareholders' preferential rights, is partly to provide for any overallotment in conjunction with the rights issue and partly to enable a partnership for strategic partners, as well as to increase the number of shareholders in the company, and thereby improve the conditions for liquid trade in the company's shares.

#### **Resolution on authorising adjustments**

The Meeting resolved in accordance with the Board's proposal that the Board, or the party appointed by the Board in its place, is to make minor adjustments to resolutions that may be required in connection the with registration of matters dealt with by the Swedish Companies Registration Office and Euroclear Sweden AB.

**For further information, please contact:**

Sten R. Sørensen – CEO

Tel: +46 733 74 03 74

E-mail: [sten.sorensen@cerenoscientific.com](mailto:sten.sorensen@cerenoscientific.com)

[www.cerenoscientific.se](http://www.cerenoscientific.se)

**About Cereno Scientific AB**

Cereno Scientific is developing novel preventive medicine to treat thrombosis-related disease, based on the body's own intelligent clot-busting system. Cardiovascular disease is currently the leading cause of death worldwide. Current therapies are connected to an increased risk of bleeding and, as a result, low effectiveness due to lower dosing levels. In turn, this leads to a high risk of new blood clots. Cereno Scientific's drug candidate, CS1, is expected to provide a possibility for an effective prevention of thrombosis and a lower risk for serious bleeding complications than with current blood thinning therapies. CS1 is an innovative controlled release formulation of a known compound, and as such is expected to have a relatively short development time. In parallel with the development of CS1, Cereno Scientific develops CS014, a preclinical phase compound with promising and innovative characteristics in cardiovascular diseases. The Gothenburg-based company is located in [AstraZeneca's BioVenture Hub](#) and is supported by [GU Ventures](#). Cereno Scientific's B share has been listed on Spotlight Stock market since June 2016 with the ticker CRNO B, ISIN SE0008241558.

Cereno Scientific AB

Office address: c/o AstraZeneca BioVentureHub Pepparedsleden 1, 431 50 Mölndal, Sweden  
Postal address: Cereno Scientific AB, Erik Dahlbergsgatan 11A, SE-411 26 Gothenburg, Sweden  
Tel: +46 733 74 03 74, [www.cerenoscientific.se](http://www.cerenoscientific.se)