



Notice of Extraordinary General Meeting in Moberg Pharma AB (publ)

Shareholders in Moberg Pharma AB (publ), reg. no. 556697-7426 (the "Company"), are hereby convened to the Extraordinary General Meeting at 8 August 2023 at 14:00 on Advokatfirman Schjødt, Hamngatan 27 in Stockholm.

Attendance at the Extraordinary General Meeting

Shareholders who wish to participate in the Extraordinary General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB ("**Euroclear**") on 31 July 2023, and
- notify their intention to participate no later than 2 August 2023. Notice of participation is made through regular mail to Moberg Pharma AB (publ), att. Malin Nilsson, Gustavslundsvägen 42, 5 tr, 167 51 Bromma, or by e-mail to malin.nilsson@mobergpharma.se. In the notice of participation, shareholders must state their name, personal identification number/corporate registration number, address, phone number, and, where applicable, number of assistants (no more than two).

To be entitled to participate in the Extraordinary General Meeting, shareholders whose shares are held in the name of a nominee must, in addition to providing notification of their participation in the Extraordinary General Meeting, re-register the shares in their own name so that the shareholders are registered in the share register on the record date on 31 July 2023. This re-registration may be temporary (so-called "voting right registration") and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee no later than 2 August 2023, are considered when preparing the share register. Please note that this procedure may also apply with respect to shares held on a bank's shareholder deposit account and certain investment savings accounts.

A shareholder who wishes to be represented by proxy shall issue a written and dated Power of Attorney to the proxy holder. If the Power of Attorney is issued by a legal entity, a certified copy of the registration certificate or corresponding document ("**Registration Certificate**") shall be enclosed. The Power of Attorney must not be more than one year old, however, the Power of Attorney may be older if it is stated that it is valid for a longer term, maximum five years. The Power of Attorney in original as well as any Registration Certificate must be presented at the Extraordinary General Meeting. The Company provides Power of Attorney-forms on the Company's website www.mobergpharma.se.

Number of shares and votes

As per the date of this notice, there are a total of 10,272,933 ordinary shares in the Company, corresponding to in total 10,272,933 votes. Each ordinary share entitles the holder to one vote at the general meeting. No series C shares have been issued. At the time of issuing this notice, the Company holds 445,974 ordinary shares that do not qualify for voting rights at the general meeting.



Proposed Agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting list
5. Determination whether the Meeting has been duly convened
6. Approval of the agenda
7. Resolution regarding amendments to the articles of association
8. Approval of the Board of Directors' resolution to issue units
9. Closing of the Meeting

PROPOSALS FOR RESOLUTION

Resolution regarding amendments to the articles of association (item 7)

General information regarding the Board of Directors' proposals under item 7

As stated in item 8 below, the Board of Directors proposes that the meeting resolves to approve the Board of Directors' resolution on a new issue of units, consisting of ordinary shares and warrants, with pre-emption rights for the Company's shareholders. As further stated under item 8 below, certain terms for the new issue, such as the number of units to be issued and the subscription price for each unit, will be decided and made public at a later date. In order to create flexibility regarding the determination of such conditions, the Board of Directors presents four alternative proposals for amendments to the articles of association in accordance with item 7 (a)-(d) below, of which only one proposal can be adopted by the meeting. The Board of Directors will therefore withdraw at least three of the alternative proposals that the Board of Directors determines are less appropriate with regard to, among other things, the final terms of the rights issue. The Board of Directors may also withdraw all four proposals to amend the articles of association under item 7 (a)-(d) below if the Board of Directors finds that the current articles of association are more appropriate with regard to, among other things, the final terms of the rights issue.

A valid resolution in accordance with this item 7 requires the support of two-thirds of the votes cast as well as the shares represented at the Extraordinary General Meeting.

Item 7 (a)

To enable the rights issue proposed under item 8 below, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend § 4 in the Articles of Association as follows:

Current wording

The share capital shall amount to not less than SEK 10,000,000 and not more than SEK 40,000,000.

Proposed wording

The share capital shall amount to not less than SEK 15,000,000 and not more than SEK 60,000,000.

To enable the rights issue proposed under item 8 below, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend the first paragraph in § 5 in the Articles of Association as follows.

Current wording

The number of shares shall amount to not less than 10,000,000 and not more than 40,000,000.



Proposed wording

The number of shares shall amount to not less than 15,000,000 and not more than 60,000,000.

Item 7 (b)

To enable the rights issue proposed under item 8 below, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend § 4 in the Articles of Association as follows:

Current wording

The share capital shall amount to not less than SEK 10,000,000 and not more than SEK 40,000,000.

Proposed wording

The share capital shall amount to not less than SEK 20,000,000 and not more than SEK 80,000,000.

To enable the rights issue proposed under item 8 below, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend the first paragraph in § 5 in the Articles of Association as follows.

Current wording

The number of shares shall amount to not less than 10,000,000 and not more than 40,000,000.

Proposed wording

The number of shares shall amount to not less than 20,000,000 and not more than 80,000,000.

Item 7 (c)

To enable the rights issue proposed under item 8 below, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend § 4 in the Articles of Association as follows:

Current wording

The share capital shall amount to not less than SEK 10,000,000 and not more than SEK 40,000,000.

Proposed wording

The share capital shall amount to not less than SEK 25,000,000 and not more than SEK 100,000,000.

To enable the rights issue proposed under item 8 below, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend the first paragraph in § 5 in the Articles of Association as follows.

Current wording

The number of shares shall amount to not less than 10,000,000 and not more than 40,000,000.

Proposed wording

The number of shares shall amount to not less than 25,000,000 and not more than 100,000,000.

Item 7 (d)

To enable the rights issue proposed under item 8 below, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend § 4 in the Articles of Association as follows:

Current wording

The share capital shall amount to not less than SEK 10,000,000 and not more than SEK 40,000,000.



Proposed wording

The share capital shall amount to not less than SEK 30,000,000 and not more than SEK 120,000,000.

To enable the rights issue proposed under item 8 below, the Board of Directors proposes that the Extraordinary General Meeting resolves to amend the first paragraph in § 5 in the Articles of Association as follows.

Current wording

The number of shares shall amount to not less than 10,000,000 and not more than 40,000,000.

Proposed wording

The number of shares shall amount to not less than 30,000,000 and not more than 120,000,000.

Approval of the Board of Directors' resolution to issue units (item 8)

The Board of Directors proposes that the Extraordinary General Meeting approves the Board of Directors' resolution, to carry out a new issue of units consisting of ordinary shares and warrants of series 2023:1 with pre-emption rights for the Company's shareholders, whereby each unit consists of one (1) ordinary share and one (1) warrant of series 2023:1, on the following terms and conditions.

1. The Board of Directors, or the director appointed by the Board of Directors, is authorised to determine, no later than five business days prior to the record date, the maximum amount by which the Company's share capital shall be increased, the maximum number of new ordinary shares and warrants of series 2023:1, and thus the number of units to be issued, the number of existing ordinary shares to entitle to subscription of a certain number of units and the subscription price for each new ordinary share.
2. The Board of Directors' determination of the terms for the rights issue under the authorisation in item 1 must not result in the Company's share capital and number of shares, after the completion of the rights issue, exceeding the limits for the Company's maximum allowed share capital and number of shares according to the articles of association. As a result of the exercise of the warrants, the Company's share capital can be increased by a maximum of the amount corresponding to the number of warrants that the Board of Directors, or the person the Board of Directors designates within itself, based on the authorisation to decide the maximum number of warrants to be issued, no later than five business days before the record date, decides to issue, multiplied by the quota value of the Company's shares.
3. The share premium shall be transferred to the unrestricted premium reserve.
4. The warrants are issued without consideration. The terms and conditions for the warrants are kept available at the Company's website, www.mobergpharma.se.
5. The record date for participation in the issue of units with pre-emption rights shall be 14 August 2023.
6. In the event that not all units are subscribed for with the support of unit rights, the Board of Directors shall, within the maximum amount of the new issue of units, resolve on the allotment of units to those who have subscribed for units without the support of unit rights in accordance with the following allotment principles:
 - i. Firstly, allotment shall be made to those who have subscribed for units through unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription, in proportion to the number of unit rights each subscriber exercised for subscription and, to the extent this is not possible, by drawing lots.



- ii. Secondly, allotment shall be made to others who have subscribed for units without the support of unit rights, and, in the event that they cannot receive full allotment, in proportion to the number of units each subscriber subscribed for and, to the extent this is not possible, by drawing lots.
 - iii. Thirdly and finally, any remaining units shall be allotted to the guarantors who have entered into guarantee commitments in proportion to the size of the guarantee commitment and, to the extent this is not possible, by drawing lots.
7. Subscription of units through unit rights shall take place through simultaneous cash payment during the period from 16 August 2023 to and including 30 August 2023. Subscription of units without the support of unit rights shall take place during the same period on a separate subscription list. Payment for units subscribed for without the support of unit rights must be made in cash no later than the third banking day after the settlement note showing the allotment of units has been sent out.
 8. The Board of Directors shall be entitled to extend the subscription and payment period.
 9. The new ordinary shares entitle the holder to a dividend for the first time on the record date for the dividend that occurs immediately after the registration of the new share issue at the Swedish Companies Registration Office and the subsequent entry of the shares in the Company's share register kept by Euroclear Sweden AB.
 10. New ordinary shares issued as a result of exercise of the warrants entitle the holder to a dividend for the first time on the record date for the dividend that occurs immediately after subscription has been executed.
 11. It is noted that the Board of Directors has the right to resolve on payment by set-off in accordance with Chapter 13, Section 41 of the Swedish Companies Act.

The CEO or a person appointed by the CEO shall be authorised to make any minor adjustment required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

Shareholders' right to request information

The shareholders are reminded of their right to receive information from the Board of Directors and the CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

Documents

Documents according to the Swedish Companies Act will be made available to the shareholders at the Company and on the Company's website, www.mobergpharma.se, no later than three weeks before the meeting and will be sent free of charge to the shareholders who request it from the Company and state their address.

Processing of personal data

For information on how personal data is processed in connection with the Extraordinary General Meeting, see the integrity policy that is available at Euroclear's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in June 2023
Moberg Pharma AB (publ)

The Board of Directors