

Notice to attend the Extraordinary General Meeting of BioGaia AB (publ)

The shareholders of BioGaia AB (publ) are summoned to an extraordinary general meeting on Wednesday, 25 November 2020. In light of the corona virus, the meeting is held through advance voting pursuant to temporary regulations. Therefore, it will not be possible to attend the meeting in person or by proxy.

Right to participate

A shareholder who would like to participate in the meeting must (i) be entered in the register of shareholders maintained by Euroclear Sweden AB by Tuesday, 17 November 2020, and (ii) announce their intention to attend the meeting no later than Tuesday, 24 November 2020, by having submitted an advance voting form in accordance with the instructions in the section "Advance voting" below such that the company has received the advance vote no later than this date.

In order to be entitled to participate in the meeting, a shareholder who has registered their shares in the name of a nominee, in addition to announcing their intention to participate in the meeting, must request that their shares be registered in their own name so the shareholder is entered into the register of shareholders by 17 November 2020. This registration may be temporary (so-called voting right registration) and is requested with the nominee in accordance with the nominee's procedures and in advance as determined by the nominee. Voting right registrations completed no later than the second business day following 17 November 2020, are considered when preparing the register of shareholders.

Advance voting

The shareholders may exercise their voting rights at the meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form shall be used for advance voting. The form is available at www.biogaia.com. The advance voting form is considered as the notification of participation at the meeting. The completed voting form must be received by the company no later than Tuesday, 24 November 2020. The completed form, in original, shall be sent to BioGaia AB (publ), P.O. Box 3242, SE-103 64 Stockholm, Sweden. The completed form may, alternatively, be submitted electronically to extrabolagsstamma@biogaia.se. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

Proposed agenda

1. Election of chairman of the meeting
2. Preparation and approval of voting list

3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination as to whether the meeting has been duly convened
6. Proposal on the number of Board members, election and remuneration of new Board member
7. Approval of the Board of Directors' directed share issue resolution

Proposals for resolutions

Item 1 - Election of chairman of the meeting

The company's larger shareholders propose that Peter Rothschild is elected chairman of the meeting or, if he is prevented from doing so, the person that the Board appoints instead.

Item 2 - Voting list

The voting list proposed for approval under item 2 on the agenda is the voting list prepared by the company, based on the shareholders' register and advance votes received, and verified by the person elected to verify the minutes.

Item 4 - Person to verify the minutes

Jannis Kitsakis or, to the extent he is prevented from doing so, the person or persons assigned by the Board, is proposed as person to approve the minutes. The assignment for the person to approve the minutes includes verifying the voting list and confirming that advance votes received are correctly reflected in the minutes of the meeting.

Item 6 - Number of Board members, election and remuneration of new Board member

The company's larger shareholders propose that the number of ordinary Board members for the time until the end of the next annual general meeting shall be eight, with no deputies, and that Niklas Ringby is elected as new Board member of the company.

Niklas Ringby, born 1980, holds an MSc in Economics and Business Administration from the Stockholm School of Economics, including studies in the Carlson School of Management MBA programme at the University of Minnesota. Niklas also holds an MSc in Industrial Engineering and Management from the Royal Swedish Institute of Technology, including studies at ETH in Zurich. Niklas Ringby is a Partner and Co-Head of EQT Public Value. He has worked at EQT Partners since 2010 and at Boston Consulting Group prior to that. Between 2010 and 2018, Niklas was part of the EQT Equity advisory team. He has been involved in a number of investments, including Atos, Dometic, Granngården, IFS, Evidensia, Independent VetCare (IVC) and BHG Group. Niklas is a Board member of BHG Group and has served as a Board member of Dometic, Evidensia and IVC.

It is further proposed that no remuneration shall be paid to Niklas Ringby.

Item 7 - Approval of directed share issue

The Board of Directors proposes that the meeting approves the Board's resolution

from 30 October 2020 to increase the company's share capital with not more than SEK 1,126,354 through issue of not more than 1,126,354 new class B shares. The right to subscribe for the new shares shall, with deviation from the shareholders' pre-emptive rights, only fall upon Carnegie Investment Bank AB (publ) on behalf of a limited number of Swedish and international institutional investors approached in advance. The subscription price in the share issue is SEK 1 per share.¹

For further details and information on background to and reasons for new share issue, refer to the company's press release on 30 October 2020.

Number of shares/votes

As per the date of this notice, the total number of shares in the company amounts to 19,070,108, whereof 740,668 class A shares and 18,329,440 class B shares, carrying a combined total of 25,736,120 votes. The company holds no treasury shares.

Questions and shareholders' right to request information

At the extraordinary general meeting, if any shareholder should so request and the Board assesses that this can be done without significant damage to the company, the Board of Directors and the CEO shall provide information about conditions that could affect the assessment of items on the agenda. A request for such information shall be made by e-mail to extrabolagsstamma@biogaia.se or by mail to BioGaia AB (publ), P.O. Box 3242, SE-103 64 Stockholm, Sweden, no later than Sunday, 15 November 2020. The information is provided by being made available at the company and www.biogaia.com, no later than Friday, 20 November 2020. Furthermore, the information will be sent within the same time period to the shareholder who so requests and provides its postal address.

Available documentation and proxy forms

The complete documentation for the meeting will be made available at the company and www.biogaia.com, no later than three weeks before the meeting and will be sent free of charge to all shareholders who so request and provide their postal address. The register of shareholders for the meeting is also made available at the company. Proxy form for shareholders who wish to vote in advance by proxy is available on the company's website and will be sent free of charge to all shareholders who so request and provide their postal address.

Processing of personal data

For information on how your personal data is processed, see the privacy notice available on Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-

¹ To facilitate expedient delivery of the newly issued shares to investors, the subscription price has been set at the share's quota value. After the new shares have been registered with the Swedish Companies Registration Office (Sw. *Bolagsverket*), the company will receive – as an unconditional shareholders' contribution (Sw. *ovillkorat aktieägartillskott*) – the difference between the quota value and the price at which the shares are sold to the Swedish and international institutional investors (SEK 399 per share).

[notice-bolagsstammor-engelska.pdf](#). BioGaia AB (publ) has corporate registration number 556380-8723 and registered office in Stockholm, Sweden.

Stockholm in November 2020

The Board of Directors of BioGaia AB (publ)