

16 February 2021

Notice of extraordinary general meeting in Recipharm AB (publ)

In order to prevent the spread of the coronavirus, the Board of Directors has resolved that the General Meeting should be conducted without the physical presence of shareholders, representatives or third parties and that the shareholders before the General Meeting should be able to exercise their voting right only by absentee ballot.

At the request of Roar BidCo AB, which after completion of its public cash offer to the shareholders of Recipharm AB holds approximately 95.1 per cent of the total number of shares and approximately 98.3 per cent of the total number of votes in Recipharm AB, the shareholders of Recipharm AB are hereby given notice of an extraordinary general meeting to be held on Wednesday 10 March 2021.

Notice of attendance

A shareholder who would like to participate in the General Meeting by absentee ballot must (i) be entered in the register of shareholders maintained by Euroclear Sweden AB by Tuesday 2 March 2021, and (ii) announce their intention to attend the General Meeting no later than Tuesday 9 March 2021, by having submitted an absentee ballot in accordance with the instructions under the heading "Absentee Ballot" below such that the company has received the advance vote no later than this date.

In order to be entitled to participate in the General Meeting, a shareholder who has registered their shares in the name of a nominee, in addition to announcing their intention to participate by submit its absentee ballot, must temporarily request that their shares be registered in their own name so the shareholder is entered into the register of shareholders by 2 March 2021. This registration may be temporary (se-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 banking day following 2 March 2021, are considered when preparing the shareholder register.

Absentee Ballot

Shareholders may exercise their voting right at the General Meeting only by voting in advance, a so-called absentee ballot pursuant to section 22 of the Temporary Exemptions to Facilitate the Execution of General Meeting in Companies and Associations Act (2020:198).

A special form must be used for the absentee ballot. This form is available on the company's website, www.recipharm.com. Terms and conditions for the absentee ballot are included in the form. The completed and signed form for the absentee ballot must be sent by mail to Recipharm AB (publ), Att: Anna Krantz, Box 603, SE-101 32 Stockholm, or by e-mail to EGM@recipharm.com no later than 9 March 2021. The Shareholder may not add special instructions or conditions to the absentee ballot. If this occurs, the vote (i.e. the absentee ballot in its entirety) will be invalid. If the shareholder submits an absentee ballot via proxy, the power of attorney must be attached to the form. The proxy form is available on the company's website, www.recipharm.com. If the shareholder is a legal person, the certificate of registration or other authorization document must be attached to the form.

Proposal for agenda

1. Election of Chairman of the meeting
2. Election of one or two persons to approve the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Determination of number of board members
7. Election of board members and Chairman of the Board of Directors

Proposals

Election of Chairman of the meeting (item 1)

Roar BidCo AB proposes that the Chairman of the Board of Directors Lars Backsell, or in the event he is unable to participate, the person otherwise instructed by the Roar BidCo AB, is elected as Chairman of the meeting.

Election of one or two persons to approve the minutes (item 2)

The Board of Directors proposed that Leo Lee, Roschier Advokatbyrå, be elected to approve the minutes or, in the event he is unable to participate, the person otherwise as instructed by the Board of Directors. The assignment as certifier also entails verifying that the voting list and received absentee ballots are correctly represented in the minutes of the General Meeting.

Preparation and approval of the voting list (item 3)

For voting list is proposed the voting list prepared by the company and based on the general meeting shareholder register as of 2 March 2021 and received absentee ballots, verified and approved by the certifiers.

Determination of number of board members (item 6)

Roar BidCo proposes that the Board of Directors until the end of the next annual general meeting shall consist of seven board members without deputy members.

Election of board members and Chairman of the Board of Directors (item 7)

As members of the Board of Directors until the end of the next annual general meeting, Roar BidCo AB proposes election of the following board members: Lars Backsell, Thomas Eldered, Richard Ridinger, Erika Henriksson, Henrik Giver, Mark Keatley and Steven Klosk. Roar BidCo AB also proposes that Richard Ridinger is elected as Chairman of the Board of Directors.

A short presentation of the persons proposed for new election to the Board of Directors:

Richard Ridinger, born in 1958, has studied chemical engineering at Karlsruher Institute of Technology. Richard Ridinger has been Chief Executive Office of the Lonza Group. He is currently chairman and member of the board of Zentiva, a producer of high-quality affordable medicines, and, inter alia, a member of the board of SHL Medical, Firmenich, Brenntag Group and Evolva Group and a member of the Novo Holdings Advisory Group.

Erika Henriksson, born in 1981, has studied business administration at the Stockholm School of Economics. Erika Henriksson is, inter alia, a board member of Eton and Karo Pharma and Partner at EQT Partners, and has previously been a board member of AcadeMedia and Scandic Hotels Group.

Henrik Giver, born in 1989, has studied business administration at the Stockholm School of Economics. Henrik Giver is a Director at EQT Partners and works with private equity investments. Henrik Giver has previously worked at J.P. Morgan in London with a focus on Nordic transactions.



Mark Keatley, born in 1957, has studied History and International Relations at Cambridge University and holds a Master of Business Administration from Stanford Graduate School of Business. Mark Keatley has served as Chief Financial Officer of, inter alia, STADA AG and Actavis Group, two leading European manufacturers of generic, specialty and OTC medications, and has served as a board member of, inter alia, MS Pharma and Medichem S.A. and as a senior partner at Albrecht Prock & Partners AG.

Steven Klosk, born in 1957, has studied law at New York Law School and industrial & labor relations at Cornell University. Steven Klosk has been, inter alia, Chief Executive Officer and Director of Cambex Corporation, a leading global contract development and manufacturing business supplying drug substances, drug products and testing services to pharmaceutical markets. Steven Klosk is a member of the board of Caladrius Biosciences, a cell therapy based biopharmaceutical company.

OTHER INFORMATION

Number of shares and votes

As per 16 February 2021 the total number of shares in the Company amounts to 101,115,683 representing a total of 204,781,515 votes, whereof 21,312,000 shares of series A, 79,803,683 shares of series B. There is currently no issued shares of series D. The Company holds 163,337 shares of series B.

The shareholders' right to submit questions

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda. A request for such information shall be made in writing to the company via mail to Recipharm AB (publ), Att: Anna Krantz, Box 603, SE-101 32 Stockholm, or by e-mail to EGM@recipharm.com, no later than 28 February 2021. The information shall be available on the company's website, www.recipharm.com and on the company's head office at Drottninggatan 29 in Stockholm, no later than 5 March 2021.

Miscellaneous

The shareholder register will be available at the Company's office at the address set out above. Recipharm AB (publ) has corporate registration number 556498-8425, domiciled in Stockholm.

For information about how your personal data will be processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Stockholm in February 2021

RECIPHARM AB (PUBL)

The Board of Directors