

## **Notice of Annual General Meeting in InDex Pharmaceuticals Holding AB (publ)**

**May 4, 2021 – Shareholders in InDex Pharmaceuticals Holding AB, reg. nr 559067-6820 (the “Company”), are hereby summoned to the Annual General Meeting on Thursday 3 June, 2021 at 17.00 (CET) through advance voting. Attendance at the meeting is only possible via postal ballot.**

### **Information in relation to the corona virus (COVID-19)**

In view of the recent developments of the spread of the corona virus (COVID-19), the board of directors has, in accordance with section 20 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations resolved to prohibit shareholders from participating in person or by proxy at the general meeting held on 3 June 2021. Shareholders may however influence the meeting by postal voting in accordance with the below.

### **Advance voting**

The shareholders may exercise their voting rights at the general meeting 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. Be advised that this is the only possible way to attend and vote at the general meeting held on 3 June 2021.

A special form shall be used for advance voting. The form is available on the Company’s website, [www.indexpharma.com](http://www.indexpharma.com). A shareholder who is exercising its voting right through advance voting do not need to notify the Company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting. The completed voting form must be submitted to the Company no later than on 2 June 2021. The completed and signed form shall be sent to the address InDex Pharmaceuticals Holding AB, Berzelius väg 13, 171 65 Solna, Sweden. A completed form may also be submitted electronically and is to be sent to: [info@indexpharma.com](mailto:info@indexpharma.com). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same applies for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

To be able to vote in advance shareholders must be entered in the shareholders’ register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is 26 May 2021. Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the register of shareholders kept by Euroclear Sweden AB in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of 28 May 2021, at which time the register entry must have been made. Personal data collected from the register of shareholders kept by Euroclear Sweden AB will be used for registration, preparation of register of voters for the meeting and, where applicable, minutes of the meeting.

The advance voting form (postal ballot) gives shareholders the opportunity to vote for an agenda item to be raised at a future shareholders’ meeting instead. In order for a resolution (item on the proposed agenda) to be postponed to a future shareholders’ meeting, it is required that owners of at least one tenth of all shares in the Company request it. In such cases, the Board of Directors shall determine the date of the future shareholders’ meeting, at which shareholders shall be allowed to participate in person and by proxy.

Further instructions and conditions is included in the form for advance voting.

### **Proposed Agenda**

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of at least one person who shall approve the minutes of the meeting;

5. Determination of whether the meeting has been duly convened;
6. Presentation of the annual report and the auditor's report as well as of the consolidated financial statements and the auditor's report for the group;
7. Resolution in respect of :
  - a) adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated profit and loss statement and balance sheet for the group;
  - b) the company's profits or losses according to the adopted balance sheet;
  - c) the members of the board of directors' and the CEO's discharge from liability;
8. Determination of the number of members of the board of directors, and if applicable deputy members of the board of directors, as well as of the number of auditors, and if applicable deputy auditors;
9. Determination of the fees payable to the members of the board of directors and the auditor;
10. Election of members of the board of directors and auditor;
11. Resolution regarding principles for the appointment of and instructions regarding a nomination committee;
12. Resolution regarding authorization for the board of directors to increase the share capital;
13. Resolution on implementation of a long term incentive program in the form of employee stock options for senior executives and other key persons in the group including (i) a directed issue of warrants and (ii) approval of transfer (Employee Stock Option Program 2021/2024);
14. Closing of the meeting.

#### **Proposed resolutions presented by the nomination committee**

##### *Item 1: Election of chairman of the meeting*

The nomination committee proposes that attorney at law Marcus Nivinger is elected chairman of the meeting, or if he is unable to attend the meeting, any other person proposed by the board of directors.

##### *Item 8: Determination of the number of members of the board of directors, as well as of the number of auditors*

The board of directors currently consists of the following six ordinary members without deputy members: Wenche Rolfsen (chairman), Marlene Forsell, Uli Hacksell, Lennart Hansson, Yilmaz Mahshid, and Stig Løkke Pedersen. The nomination committee proposes that, until the end of the next annual general meeting, the board of directors shall consist of four ordinary members without deputies. Furthermore, it is proposed that a registered accounting firm shall be elected as auditor.

##### *Item 9: Determination of the fees payable to the members of the board of directors and the auditor*

The nomination committee proposes that the fees to the board of directors, until the end of the next annual general meeting, shall amount to SEK 450,000 to the chairman of the board of directors and SEK 225,000 to each ordinary member of the board of directors not employed by the Company. The nomination committee proposes that the fees to the Company's auditor be paid in accordance with approved invoices.

##### *Item 10: Election of members of the board of directors and auditor*

The nomination committee proposes re-election of Wenche Rolfsen, Marlene Forsell, Uli Hacksell and Lennart Hansson as ordinary board members until the end of the next annual general meeting. Furthermore, it is proposed that Wenche Rolfsen is re-elected as chairman of the board of directors. Yilmaz Mahshid and Stig Løkke Pedersen have declined re-election.

The auditing company PricewaterhouseCoopers AB (PwC) is proposed to be re-elected as auditor. Should PwC be re-elected, the certified auditor Magnus Lagerberg will remain as the auditor in charge.

#### **Resolution proposed by the Board of Directors**

##### *Item 2: Preparation and approval of the voting list*

The board of directors proposes that the chairman of the meeting together with the verifier of the minutes shall complete the voting list based on received postal votes and the excerpt from the shareholders register kept by Euroclear Sweden AB.

*Item 4: Election of at least one person to verify the minutes*

The board of directors' proposes that Bengt Julander, Linc AB, is to be appointed as person verifying the minutes together with the chairman of the general meeting, or in the event he is prevented from doing so, the person the board of directors appoints instead. The person appointed to verify the minutes shall, apart from approving the minutes of the general meeting together with the chairman of the general meeting, check the voting list and that the result of received votes are correctly reflected in the minutes of the general meeting.

*Item 7b): Resolution in respect of allocation of the company's profits or losses*

The board of directors proposes that the Company's accumulated profits shall be carried forward in new account and that no dividend shall be paid for the financial year 2020.

*Item 11: Resolution regarding principles for the appointment of and instructions regarding a nomination committee*

The board of directors proposes that the general meeting resolves on principles for the appointment of and instructions for the nomination committee to apply until the general meeting decides otherwise.

The nomination committee shall consist of the chairman of the board of directors and four members appointed by the four largest shareholders by votes at the end of the third quarter each year. The "the four largest shareholders by votes" shall hereinafter also include known shareholder groups. The chairman of the board of directors shall annually contact the shareholders who are entitled to appoint a member. Should any of the entitled shareholders waive their right to appoint a member to the nomination committee, the right is transferred to the fifth largest shareholder by votes, and so on. However, no more than five additional shareholders need be contacted, unless the chairman of the board of directors finds that there are special reasons for doing so. When a shareholder is contacted with a request to appoint a representative of the nomination committee, the chairman of the board of directors shall set out the requisite rules of procedure, such as the last date of response, etc.

The names of the members of the nomination committee and the names of the shareholders appointing members shall be made public no later than six months prior to the annual general meeting. The nomination committee appoints a chairman among its members. The chairman of the board of directors shall not be the chairman of the nomination committee. Should a member resign before the work of the nomination committee is concluded, and if deemed appropriate by the nomination committee, a replacement member shall be appointed by the shareholder that appointed the member who resigned, or, if that shareholder no longer represents one of the four largest shareholders by votes, by the shareholder representing such group. If a shareholder who has appointed a certain member has substantially decreased its shareholding in the company, and the nomination committee does not deem it inappropriate in view of a potential need of continuity prior to an impending general meeting, the member appointed by such shareholder shall resign from the nomination committee and the nomination committee shall offer the largest shareholder who has not yet appointed a member of the nomination committee to appoint a new member.

The nomination committee shall further be composed and perform such tasks that from time to time are stated in the Swedish Corporate Governance Code. The members of the nomination committee shall not receive remuneration from the company. Any costs incurred in connection with the work of the nomination committee shall be paid by the company, provided that they have been approved by the chairman of the board of directors.

*Item 12: Resolution regarding authorization for the board of directors to increase the share capital*

The board of directors proposes that the general meeting resolves on an authorization for the board of directors to – for the period up to the next annual general meeting and at one or more occasions – resolve upon issuance of new shares, warrants and/or convertible debentures. Payment may be made in cash, in kind, through set-off of claims or otherwise be conditional. The Company's share capital may by support of the authorization be increased by an amount corresponding to 10 per cent of the share capital and number of shares in the Company as of on the date the board of directors make use of the authorization. Deviation from the shareholders' preferential rights shall be allowed in situations where a directed issue is deemed more appropriate for the Company due to timing, commercial or similar reasons, and in order to enable acquisitions. The chairman of the board of directors, the CEO, or anyone authorized by the board of directors, shall have the right to make any minor adjustments required in order to register this

resolution. For a valid decision on the proposal on an authorization for the board of directors, as outlined above, requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the meeting.

*Item 13: Resolution on implementation of a long term incentive program in the form of employee stock options for senior executives and other key persons in the group including (i) a directed issue of warrants and (ii) approval of transfer (Employee Stock Option Program 2021/2024)*

The board of directors proposes that the general meeting resolves on implementation of a long-term incentive program (the “**Employee Stock Option Program 2021/2024**”) for senior executives and other key persons of the group (the “**Participants**”) by way of granting employee stock options giving right to acquire new shares in the Company. Board members are not allowed to participate. The proposal also includes decision on a directed issue of warrants in order to enable delivery of shares under the program (if and to the extent the Company would like to effect delivery of shares by use of such warrants) and to cover potential cash flow effects from social security costs arising from employee stock option program, and approval of transfer of such warrants and/or shares on the terms and conditions set forth below.

This proposal has been presented as the board of directors considers it important and in the interests of all shareholders to create involvement for senior executives and other key persons, including employees as well as consultants, in terms of the Company's and the group's development and ensure that these individuals share the goal of generating value-adding growth. It is also important to motivate continued employment and assignments. The board therefore proposes that the annual general meeting resolve as follows below.

#### Employee Stock Option Program 2021/2024

The board of directors proposes that the general meeting resolves on implementation of the Employee Stock Option Program 2021/2024 in accordance with the guidelines set forth below:

1. The program shall consist of no more than 7,200,000 employee stock options to be allotted to the Participants free of charge.
2. Each employee stock option confers the holder a right to acquire one (1) new share in the Company against cash consideration at an exercise price of SEK 4, corresponding to 222% of the volume weighted average price of the latest 10 trading days (i.e. April 20, 2021 to May 3, 2021). The exercise price and the number of new shares that each employee stock option confers right to may be subject to recalculation by the corresponding application of the provisions in the complete terms and conditions for the warrants (see below).
3. Notice of participation in the program shall have been received by the Company no later than 30 June 2021 with a right for the board of directors of the Company to prolong the time period. Allotment of employee stock options to Participants shall be made promptly after the expiration of the notification period.
4. The employee stock options shall be offered the Participants in accordance with instructions from the board of directors of the Company and the following principles. The Participants right to employee stock options shall be differentiated with regard to position, responsibilities and performance in the group. Only those persons who are included in the categories below shall be offered employee stock options. The board of directors shall decide which persons that shall be deemed to be included in each category and which persons that shall receive employee stock options. In the event of re-calculation, the Participants in each category shall have the right to acquire the same number of employee stock options. Allotment of employee stock options to Participants outside Sweden shall - where applicable - be dependent on the tax effects, that there are no legal obstacles and that the board considers that such allotment can be made with reasonable administrative and financial resources.
  - Category A – CEO: The CEO may be allotted a maximum of 1,930,700 employee stock options.
  - Category B –Senior executives (approximately 3 individuals): participants in this category may be allotted a maximum of 2,316,900 employee stock options collectively and each participant in the category may be allotted a maximum of 772,300 employee stock options individually.
  - Category C – Other key persons (approximately 14 individuals): participants in this category may be allotted a maximum of 2,952,400 employee stock

- options collectively and each participant may be allotted a maximum of 338,000 employee stock options individually.
5. The employee stock options do not constitute securities and may not be transferred or pledged and may only be exercised for acquisition of new shares in the Company by the person to whom they have been granted.
  6. Allotted employee stock options shall be vested in three equal parts as of the date of each annual general meeting in the Company from 2022 to 2024 (i.e. approximately 33 per cent of the total number of employee stock options will be vested each year) and conditional on continued employment/assignments in the group, with reservation for the terms in the separate option agreements that shall be entered into between each Participant and the Company/Subsidiary.
  7. The holder may exercise allotted and vested employee stock options during the period from and including 1 July 2024 until and including 31 December 2024. The employee stock options may not be exercised for subscription of new shares during the so called "closed periods" according to the EUs Market Abuse Regulation, or otherwise in violation with applicable rules regarding insider information (including the Company's own guidelines in this regard).
  8. The employee stock options shall be governed by the more detailed terms and conditions set forth in "Terms and Conditions for Employee Stock Options 2021/2024 in InDex Pharmaceuticals Holding AB (publ)", in accordance with the board of directors' complete proposal, and separate agreements with each Participant. The board of directors shall be responsible for the preparation and management of Employee Stock Option Program 2021/2024 within the abovementioned substantial terms.

#### Terms and conditions for the issue of warrants

To enable the Company's delivery of shares under Employee Stock Option Program 2021/2024 and to cover any cash flow effects from potential social security costs arising from Employee Stock Option Program 2021/2024, the board of directors proposes that the annual general meeting of shareholders resolves on a directed issue of no more than 9,462,240 warrants, out of which 2,262,240 warrants are proposed to be issued to cover potential cash flow effects from social security costs arising from Employee Stock Option Program 2021/2024, according to the following terms.

1. The Company shall issue no more than 9,462,240 warrants of series 2021/2023. Each warrant entitles to subscription of one (1) new share in the Company, each with a quotient value of SEK 0.02. If all warrants are exercised for subscription of new shares, the Company's share capital will increase by SEK 189,244.80 (subject to potential recalculations in accordance with customary terms and conditions to be applicable in relation to the warrants).
2. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by the Company or its subsidiary InDex Pharmaceuticals AB, org. no. 556704-5140 (the "**Subsidiary**"). The reason for the deviation from the shareholders' preferential rights is to enable delivery of shares under Employee Stock Option Program 2021/2024, and to cover cash flow effects from potential social security costs arising from Employee Stock Option Program 2021/2024.
3. The Company's/Subsidiary's subscription of the warrants shall be made on a special subscription list within five (5) calendar days from the date of the general meeting that resolves on the issue. The board of directors shall have the right to extend the subscription period.
4. The warrants are issued without consideration (i.e. free of charge) to the Company/Subsidiary.
5. The warrants may be exercised for subscription of new shares during the period from and including the registration of the warrants with the Swedish Companies Registration Office until and including 31 March 2025.
6. Each warrant entitles to subscription for one (1) new share in the Company at a subscription price of SEK 4 per share (the "**Exercise Price**"). Any amount that exceeds the quotient value shall be transferred to the nonrestricted share premium account.
7. Shares issued following subscription shall entitle to participation in the distribution of dividends for the first time on the record date for dividends that occurs immediately following definite registration of the new shares with the Swedish

Companies Registration Office and in the Company's share register kept by Euroclear Sweden AB.

8. The warrants shall also be subject to the terms and conditions, inter alia containing customary recalculation conditions, set forth in the board of directors' complete proposal.
9. The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

The board of directors further proposes that the general meeting of shareholders resolves to approve that the Company may transfer no more than 7,200,000 warrants in the Company to participants in Employee Stock Option Program 2021/2024, or otherwise dispose of the warrants to secure the Company's commitments in connection with Employee Stock Option Program 2021/2024 in connection with the Participants being entitled to exercise their employee stock options to acquire shares, and that the Company may dispose of no more than 2,262,240 warrants to cover potential cash flow effects from social security costs in accordance with the terms of Employee Stock Option Program 2021/2024.

#### Reasons for the employee stock option program and the deviation from the shareholders' preferential rights

The reason for the deviation from the shareholders' preferential rights is to create involvement for the Participants in terms of the Company's and the group's development and to ensure that these individuals share the goal of generating value-adding growth, and to motivate continued employment and assignments. The board of directors assess that these objectives are in line with all shareholders' interests. The warrants are proposed to be issued to the Company in order to enable delivery of new shares to the Participants in the program and to cover cash flow effects from potential social security costs arising from Employee Stock Option Program 2021/2024.

#### Existing share related incentive programs

At the annual general meeting held on 20 April 2020 it was resolved on a directed issue of 3,965,000 warrants within the framework of an incentive program to senior executives and other key persons. At the time of this proposal there are currently 958,388 outstanding warrants within the framework of the incentive program (after the cancellation of 3,006,612 warrants registered with the Swedish Companies Registration Office on 22 March 2021). Each warrant entitles to subscribe for one new share in the Company at a subscription price of SEK 20.00. The warrants may be exercised from and including 1 May 2023 until and including 31 October 2023. As a result of the rights issue completed during February 2021, the subscription price and the number of shares each warrant entitles the holder to subscribe for has been recalculated in accordance with applicable terms and conditions. The recalculated subscription price amounts to SEK 7.804 and each warrant entitles to subscribe to subscribe for 2.5627 shares.

#### Costs, dilution, etc.

The program will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the employee stock options should be expensed as personnel costs over the vesting period and will be accounted for directly against equity. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow. Social security costs will in accordance with UFR 7 be expensed in the income statement during the vesting period. Assuming a share price at the time of allotment of SEK 2, and that all employee stock options are vested and exercised up-front, the annual cost for the program is in accordance with IFRS 2 estimated to approximately SEK 400,000 per year before tax. Since the social security costs associated with the program are covered by hedging measures through the issue of warrants which will be exercised by a financial intermediary in connection with the exercise of the employee stock options, the social security costs associated with the program will be fully covered. The hedging measures will instead result in an additional dilution of present shareholders (which is included in the dilution calculations presented below). The costs associated with the establishment of the program are further estimated to a total of SEK 100,000. Further, minor brokerage costs will arise in connection with the exercise of hedging warrants by a financial intermediary. The costs associated with the program are expected to have only a marginal effect on the Company's key ratios.

Upon full exercise of all 9,462,240 issued warrants issued in connection with Employee Stock Option Program 2021/2024, a total of 9,462,240 new shares will be issued in the Company (subject to potential recalculations in accordance with applicable terms and conditions). This corresponds

to approximately 1.78% of the total share capital and number of shares/votes in the Company and would lead to a dilution corresponding to approximately 1.74% of the total share capital and number of shares/votes (based on the share capital and number of shares/votes in the Company registered with the Swedish Companies Registration Office as of the day of this proposal and calculated as the maximum amount of share capital and number of shares/votes that may be issued, divided by the total share capital and the total number of shares/votes in the Company after all warrants have been exercised).

The above calculations regarding dilution and impact on key ratios are subject to recalculations in accordance with the customary recalculation terms set out for the programs.

#### Preparation of the proposal

This proposal has been prepared by the board of directors together with external advisors and after consultations with certain major shareholders. The final proposal has been presented by the board of directors.

#### Majority requirements

The proposed implementation of Employee Stock Option Program 2021/2024 including a directed issue of warrants, and the approval of the transfer of warrants and/or shares, is governed by the provisions in Chapter 16 of the Swedish Companies Act (Sw. Aktiebolagslagen (2005:551)), and a valid resolution therefore requires that the proposal is supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the meeting.

#### Miscellaneous

The chairman of the board of directors, the CEO or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office

#### **Number of shares and votes in the Company**

The total number of shares in the Company at the time of issuance of this notice is 532,687,650. The Company does not hold any of its own shares.

#### **Shareholders' right to request information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believe that it can be done without material damage to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda or of the Company's economic situation. Such duty to provide information also comprises the Company's relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence. A request for such information shall be made in writing no later than on 24 May 2021. The information will be made available at the Company's office from 29 May 2021, at the latest. The information will, from the same date, also be available on the Company's website [www.indexpharma.com](http://www.indexpharma.com). The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

#### **Documentation**

The financial accounts, auditor's report, complete proposals and other documents to be dealt with at the general meeting will be kept available at the Company's office not later than three weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the Company's website [www.indexpharma.com](http://www.indexpharma.com). All the above mentioned documents will also be presented at the general meeting.

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Stockholm, May 2021

*The Board of Directors*

#### **Official version of notice to attend the Annual General Meeting**

The official version of the notice to attend the Annual General Meeting is in the Swedish language and available for download at [www.indexpharma.com](http://www.indexpharma.com).

**For more information:**

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**Publication**

The information was submitted for publication through the agency of the contact person set out above at 14.00 CET on 4 May, 2021.

**InDex Pharmaceuticals in brief**

InDex is a pharmaceutical development company focusing on immunological diseases where there is a high unmet medical need for new treatment options. The Company's lead asset is the drug candidate cobitolimod, which is in late stage clinical development for the treatment of moderate to severe ulcerative colitis – a debilitating, chronic inflammation of the large intestine. InDex has also developed a platform of patent protected discovery stage substances, so called DNA based ImmunoModulatory Sequences (DIMS), with the potential to be used in the treatment of various immunological diseases.

InDex is based in Stockholm, Sweden. The Company's shares (ticker INDEX) are traded on Nasdaq First North Growth Market. Redeye AB with email address certifiedadviser@redeye.se and phone number +46 8 121 576 90 is the Company's Certified Adviser. For more information, please visit [www.indexpharma.com](http://www.indexpharma.com).