

Notice to attend the Annual General Meeting of Bactiguard Holding AB

The shareholders of Bactiguard Holding AB (publ), company reg. no. 556822-1187 (“Bactiguard”), are hereby given notice to attend the Annual General Meeting (AGM) to be held on Wednesday, 28 April 2021. Due to the ongoing pandemic, the Company’s board of directors has decided that the AGM will be conducted without the physical presence of shareholders, representatives and third parties and that the shareholders are able to exercise their voting rights only by post before the meeting.

Information on the resolutions passed at the meeting will be disclosed on 28 April 2021, after the closure of the AGM as soon as the outcome of the postal vote is finally compiled.

Instead of a traditional CEO speech at the AGM, reference is made to the webcast presentation that the company will hold in connection with the announcement of Bactiguard’s interim report for the first quarter 2021 on 22 April 2021. Shareholders will have the opportunity to ask questions in conjunction with the presentation. A recording of the webcast will be made available as soon as possible and latest 28 April 2021 on the company’s website www.bactiguard.com.

Right to participate and notice of intent to participate

Shareholders wishing to participate in the Annual General Meeting must:

- be registered in the share register maintained by Euroclear Sweden AB (“Euroclear”) on Wednesday, 20 April 2021 (“the record date”),
- notify their attendance at the AGM to the Company by submitting its postal voting form in accordance with the instructions under section “Postal voting” below, so that the postal vote is received by the company (through Euroclear) no later than Tuesday 27 April 2021.

Please note that registration for the Annual General Meeting can only be made by postal voting.

Trustee-registered shares

Shareholders who have registered the shares with a bank or another trustee, must, in order to be entitled to attend the AGM, temporarily register the shares for voting in their own name. In order for the registration to be included in the share register kept by Euroclear, the re-registration must be done no later than the record date 20 April 2021. Such registration, which may be temporary (so called voting rights registration), is to be requested with the trustee in accordance with the trustee’s routines at such time in advance as decided by the trustee. Voting rights registrations made no later than 22 April 2021 will be taken into account in the production of the share register as of the record date.

Postal voting

As said above, the Board of Directors has decided that shareholders can only exercise their voting right through postal voting pursuant to section 22 of the Companies Act (2020:198) on temporary exemptions to facilitate the conduct of company and associations' meetings. A special form must be used for postal voting which is available via the company's website www.bactiguard.com.

The completed form is signed by authorized signatory and sent by post to Bactiguard Holding AB, Attn: "AGM", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by e-mail to GeneralMeetingService@euroclear.com. The form of postal voting shall be provided to Euroclear not later than Tuesday 27 April 2021. If the shareholder is a legal entity, the form for postal voting can also be signed electronically by using 'BankID' through Euroclear's website <https://anmalan.vpc.se/EuroclearProxy>.

Shareholders may not assign specific instructions or conditions to the form in advance beside the options given. If the shareholder has assigned the form with specific instructions or conditions, or made amendments or changes in the printed form, the vote will be deemed to be invalid. Additional instructions are provided in the postal voting form and through <https://anmalan.vpc.se/EuroclearProxy>.

Power of attorney etc

If shareholders vote by proxy shall a dated and signed power of attorney for the proxy be enclosed the postal form. A proxy form may be downloaded from the company's website www.bactiguard.com.

If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document shall be appended to the postal form.

Proposed agenda

1. Election of a Chairman for the meeting
2. Election of one or more persons to certify the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the meeting was duly convened
6. Presentation of the annual report and auditor's report, the consolidated annual report and auditor's report for the group and auditor's statement for remuneration to senior management
7. Resolutions regarding
 - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
 - b) allocation of the company's profit or loss according to the adopted balance sheet
 - c) discharge from liability for the members of the board of directors and the CEO
8. Resolution regarding the number of directors of the board
9. Determination of the fees to be paid to the directors of the board and the company's auditor
10. Election of Directors of the Board, Chairman of the Board, Deputy Chairman of the Board and auditor
11. Presentation and resolution of the remuneration report
12. Resolution on amendment of the Articles of Association

13. Resolution to authorize the Board of Directors to resolve to issue new shares, warrants or convertible loans
14. Resolution regarding instructions for the Nomination Committee

Proposals for resolutions

Item 1 – Election of a Chairman for the Annual General Meeting

The Nomination Committee proposes lawyer Magnus Lindstedt to be, or in the vent of his absence, the one the nomination committee appoints, elected as Chairman of the Annual General Meeting.

Item 2 – Election of one or more persons to certify the minutes

The Board of Directors proposes Per Colleen and Mats J Andersson, or in the vent of their absence, those the Board instead appoints, to certify the minutes. The assignment for the persons to certify the minutes, together with the Chairman, includes verifying the voting list and confirming that advance votes received are correctly reflected in the minutes of the meeting.

Item 3 – Preparation and approval of the voting list

The voting list proposed for approval is the voting list prepared by Euroclear Sweden AB on behalf of the company, based on the shareholders' register, received notices of postal votes as well as shareholders, and verified by the persons elected to approve the minutes.

Item 7b – Resolution regarding allocation of the company's loss according to the adopted balance sheet

The Board of Directors proposes that no dividend be paid for the financial year 2020.

Item 8 – Establishment of the number of directors of the board and auditors

The Nomination Committee has proposed that the number of directors of the board shall be five.

Item 9 – Determination of the fees to be paid to the directors of the board and the company's auditor

The Nomination Committee proposes that remuneration to board members elected by the Annual General Meeting who are not employees of the Group, be paid in the following amounts: SEK 750,000 to each of the Chairman of the Board and the deputy Chairman of the Board, SEK 400,000 to the Director Anna Martling and SEK 200,000 to each of the other members.

For work as Chairman of the Audit Committee, the Nomination Committee proposes an unchanged remuneration of SEK 100,000. For the Chairman of the Remuneration Committee and for other committee members, no special remuneration is proposed.

The Nomination Committee's proposal entails a reduction of the total board fee compared with the previous year by SEK 300,000.

The Nomination Committee proposes that fees be paid to the company's auditor according to approved invoices.

More information on the Nomination Committee's proposals regarding remuneration proposal is included in the Nomination Committee's statement, se below section "Documentation".

Item 10 – Election of the Board of Directors, Chairman of the Board, Deputy Chairman of the Board and company auditor

The Nomination Committee proposes re-election of Cecilia Edström, Christian Kinch, Anna Martling, Jan Ståhlberg and Thomas von Koch. The Nomination Committee further proposes that Thomas von Koch be elected as Chairman of the Board and Christian Kinch be elected as Deputy Chairman of the Board.

A report of the Nomination Committee's proposals and statement as well as information regarding all of the proposed directors are available on Bactiguard's website at www.bactiguard.com.

The Nomination Committee further proposes, as recommended by the Audit Committee, the re-election of the registered accounting firm Deloitte AB as the company's auditor for the period until the close of the next Annual General Meeting. Deloitte AB has provided notice that Therese Kjellberg will be appointed as auditor in charge.

More information on the Nomination Committee's proposals regarding the Board of Directors and auditor is included in the Nomination Committee's statement, see below section "Documentation".

Item 11 – Presentation and resolution of the remuneration report

The Board of Directors has compiled a remuneration report and proposes to the AGM to approve the report. The remuneration report is included in the supporting resolution documentation which are held available ahead of the AGM according to the information below.

Item 12 – Resolution to amend the Articles of Associations

The Board proposes changes to the Articles of Association as follows.

In order to adapt § 1 of the Articles of Association to amended legislation, the Board proposes that the word "Company" to be replaced by "Company name" and § 1 then reads:

§ 1 Company name

The company's company name is Bactiguard Holding AB. The company is public (publ).

In order to be able to use the opportunity in the Swedish Companies Act to decide on postal voting and to decide on attendance at general meetings for those who are not shareholders for coming general meetings, the Board proposes that a new third and fourth paragraph, with the following wording, to be amended in § 10.

§ 10 new third paragraph

The Board has the right to decide that anyone who is not a shareholder in the company will, under the terms determined by the Board, have the right to attend or otherwise follow the negotiations at the general meeting.

§ 10 new fourth paragraph

Before a general meeting, the Board may decide that the shareholders shall be able to exercise their voting rights in advance (postal voting) in accordance to



the procedure specified in Chapter 7. Section 4 a of the Swedish Companies Act (2005: 551).

In order to adapt the Articles of Association's so-called record date provision in § 16 according to current legislation, the Board of Directors proposes that § 16 of the Articles of Association be given the following new wording:

§ 16 Record date provision

A shareholder or nominee which is included in the Register of Shareholders on the record date and entered in a CSD Register in accordance with the Chapter 4 of the Central Securities Depositories and Financial Instruments Accounts Act (SFS 1998:1479) or, which is entered on a CSD account according to Chapter 4, section 18, first paragraph, 6- 8 of the said act, shall be deemed to be authorized to exercise the rights pertaining to Chapter 4, section 39 of the Swedish Companies Act (SFS 2005:551).

The Board, or the person appointed by the Board, shall have the right to make minor adjustments to the AGM's resolutions that may prove necessary in connection with the registration with the Swedish Companies Registration Office or due to other formal requirements.

Item 13 – Resolution to authorize the Board of Directors to resolve to issue new shares, warrants or convertible loans

The Board of Director proposes that the AGM resolves to authorize the Board of Director to, within the limits of the articles of association, until the next AGM, on one or more occasions, resolve to make an issue of shares, warrants and/or convertible loans.

The issue may take place with or without deviation from the shareholders' pre-emptive rights. By decision on the basis of the authorization, a total of no more than a number of shares, exercise of warrants and/or in the conversion of convertibles corresponding to 10% of the total number of outstanding shares in the company at the time of the AGM's decision on the authorization (which does not prevent convertibles from being combined with conversion terms which, if applied, may result in a different number of shares).

The authorization includes the right to resolve that shares will be issued against cash payment, payment in kind or payment by way of set-off and the issue may otherwise be subject to conditions as set out in Chapter 2, section 5, second paragraph, 1-3 and 5 of the Swedish Companies Act.

A cash issue or issue by way of set-off that takes place with deviation of shareholder pre-emption rights must take place on market terms.

The reason for the proposal and the right to deviate from the shareholders' pre-emption rights is to allow flexibility in conjunction with the raising of capital or potential acquisitions.

The Board or its nominee, is entitled to decide on any minor changes in the authorization resolution that may be required when registering the resolution at the Swedish Companies Registration Office or due to other formal requirements.

Item 14 - Resolution on instruction for the Nomination Committee

The Nomination Committee proposes the following instructions for the Nomination Committee.



The Nomination Committee shall consist of five members. The Chairman of the Board of Directors shall contact the five largest shareholders of the Company, in terms of voting power, pursuant to Euroclear Sweden AB's print out of the share register on 31 August. Each of these five largest shareholders shall be afforded the opportunity, within a reasonable time, to appoint one member of the Nomination Committee. In the event of any of them fail to exercise the right to appoint a member, such right to appoint a member shall pass to the next largest shareholder in terms of voting power who has not already appointed a member to the Nomination Committee. The Chairman of the Board of Directors shall be an adjunct member without voting rights. The Chairman of the Nomination Committee shall be the member who represents the largest shareholder in terms of voting power, unless otherwise agreed by the members.

The names of the members of the Nomination Committee shall be published as soon as the Nomination Committee has been appointed, however no later than six months prior to the next annual general meeting. The Nomination Committee is appointed for a term commencing at the time its composition is published until a new Nomination Committee has been appointed.

In the event of any change in the ownership structure of the Company after 31 August but before 12 weeks prior to the next annual general meeting, and provided a shareholder after this change becomes one of the five largest shareholders of the Company in terms of voting power and, submits a request to the Chairman of the Nomination Committee to be included in the Nomination Committee, such shareholder shall be entitled, in the discretion of the Nomination Committee, either to appoint an additional member to the Nomination Committee or replace the member appointed by the shareholder with less voting power after the change in ownership.

In the event a member appointed by a shareholder resigns from the Nomination Committee during his/her term of office, or where such a member is prevented from performing his/her duties, the Nomination Committee shall encourage the shareholder who appointed the member to appoint a new member within reasonable time. In the event the shareholder fails to exercise his/her right to appoint a new member, the right to appoint such member shall pass to the next largest shareholder in terms of voting power who has not already appointed a member to the Nomination Committee or waived his/her right to appoint a member to the Nomination Committee. Changes in the composition of the Nomination Committee shall be published immediately.

The Nomination Committee shall perform its duties in accordance with these instructions and applicable rules. The duties include, among other things, submitting proposals for:

- Chairman of the Annual General Meeting;
- Chairman and other members of the Board of Directors;
- fees payable to the Board of Directors, with a breakdown between the Chairman and other members of the Board of Directors, and any compensation for committee work;
- where applicable, election of auditors;
- fees payable to the auditors; and
- any changes in these instructions to the Nomination Committee to the extent deemed necessary.

The Nomination Committee has the right to incur costs for its work.



These instructions regarding the composition of the Nomination Committee and its work shall apply until otherwise resolved by a shareholder meeting

OTHER INFORMATION

Majority requirement

In order to adopt valid resolutions of the shareholder meeting under items 12 and 13, the resolutions must be supported by shareholders representing not less than two thirds of the votes cast and the shares represented at the meeting.

Number of shares and votes

At the time of the publication of this notice, there were a total of 33,543,885 shares in Bactiguard and 69,543,885 votes in the company, in the form of 4,000,000 Class A shares each entitling the shareholder to 10 votes and 29,543,885 Class B shares each entitling the shareholder to one vote. The company does not hold any shares in treasury.

The right to obtain information

The Board of Directors and the CEO shall, upon request by any shareholder and provided the Board of Directors is of the opinion that such can occur without material harm to the company, provide information regarding any circumstances which may affect the assessment of a matter on the agenda, circumstances which may affect the assessment of the company's or a subsidiary's financial position, and the company's relationship to other group companies and the group accounts.

The above-mentioned documents are presented at the AGM by being kept available on the company's website www.bactiguard.com, where the information regarding the proposed Board members also is available.

Documentation etc.

Accounting documentation, auditor's reports, the auditor's opinion whether the guidelines adopted by the shareholder meeting for compensation to senior management have been complied with, the remuneration report and complete documentation supporting proposals for resolutions as set forth above, will be made available at Bactiguard's offices at Alfred Nobels Allé 150, Tullinge and on Bactiguard's website at www.bactiguard.com not later than Wednesday, 7 April 2020 and will be sent to any shareholder so requesting who also provides his/her address.

Processing of personal data

Bactiguard Holding AB (publ) is responsible for the processing of personal data carried out in connection with the Annual General Meeting. Information on how such personal data is processed can be found in the company's policy on the processing of personal data in connection with the Annual General Meeting, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Stockholm, March 2021

Bactiguard Holding AB (publ)

The Board of Directors



This is a translation of the Swedish original wording. In the event of deviations, the Swedish version available on the company's website applies, www.bactiguard.com.