

**CONVENING NOTICE - ANNUAL GENERAL MEETING IN IMMUNOVIA AB (publ)**

Immunovia AB (publ), reg. no. 556730-4299, hereby gives notice that the Annual General Meeting (“AGM”) will take place on Friday 26<sup>th</sup> May 2023 at 9.00 at The Spark, Scheeleorget 1, Medicon Village, in Lund.

Pursuant to section 9 of Immunovia AB’s articles of association, the board has resolved that shareholders may exercise their voting rights at the AGM by post. Shareholders may therefore choose to exercise their voting rights in person at the meeting, by proxy or through advance voting via regular mail or e-mail.

**Preconditions for participation**

A shareholder who wishes to participate in the AGM must (i) be recorded in the share register prepared by Euroclear Sweden AB relating to the circumstances on 17<sup>th</sup> May 2023, and (ii) notify its intention to participate in the AGM no later than 22<sup>nd</sup> May 2023, *either by post* to ”Bolagsstämman”, Immunovia AB, Medicon Village, 223 63 Lund or *via email* to [bolagsstamma@immunovia.com](mailto:bolagsstamma@immunovia.com), or by casting an advance vote in accordance with what is set out below no later than 22<sup>nd</sup> May 2023. A participation notice shall contain name and personal identity number or corporate registration number, address, telephone number, registered shareholding in Immunovia AB and number of attending assistants, if any (not more than 2).

To be entitled to participate in the AGM, in addition to providing notification of participation, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the share register as of 17<sup>th</sup> May 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures and such time in advance as the nominee determines. Voting right registrations completed no later than 22<sup>nd</sup> May 2023 will be taken into account when preparing the register of shareholders.

**Advance voting via regular mail or e-mail**

The shareholders may also exercise their voting rights at the AGM by voting in advance, so-called postal voting. A special form shall be used for advance voting, which once completed and signed shall be sent to the company either by post to ”Bolagsstämman”, Immunovia AB, Medicon Village, 223 63 Lund or via email to [bolagsstamma@immunovia.com](mailto:bolagsstamma@immunovia.com). The voting form will be available at the company’s website <https://immunovia.com/sv/bolagsstamma/>. The voting form must be received by the company no later than 22<sup>nd</sup> May 2023. 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 voting form. Submission of a voting form is considered as a notification of participation.

**Authorisation documents**

Shareholders who are represented by proxy must issue a written, dated proxy for the representative. Such proxy forms are available at <https://immunovia.com/sv/bolagsstamma/>. The proxy should be sent to the company in accordance with the above, together with the participation notice or with the advance notice form. If the proxy is issued by a legal entity, a copy of the certificate of registration or an equivalent certificate of authority must be submitted to the company.

**Proposed agenda**

1. Opening of the meeting and election of a chairman for the meeting
2. Preparation and approval of voting list
3. Election of person(s) to approve the minutes
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and audit report
7. Decision on:
  - a. approval of the profit and loss account and balance sheet, and the consolidated profit and loss statement and the consolidated balance sheet

- b. approval of allocations regarding the company's loss according to the adopted balance sheet
  - c. whether to discharge the directors and the managing director from liability
  8. Determination of fees for the board, committees and the auditors
  9. Election of board members, chairman of the board and auditors
    - a. Re-election Philipp von Hugo
    - b. Re-election Peter Høngaard Andersen (as Board member)
    - c. Election Vanessa Rollings
    - d. Election Helge Lubenow
    - e. Election Sven Andréasson
    - f. Election Peter Høngaard Andersen (Chairman of the Board)
    - g. Omval Mats-Åke Andersson (auditor)
    - h. Omval Martin Gustafsson (deputy auditor)
  10. Resolution regarding approval of the remuneration report
  11. Resolution regarding guidelines for remuneration to management
  12. Resolution on authorization of the board to resolve on new issue of shares
  13. Closing of the meeting
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## **Resolution proposals at Immunovia AB's Annual General Meeting**

### **§ 1 Opening of the meeting and election of a chairman for the meeting**

The nomination committee for the 2023 AGM has consisted of its chairman Peter Lindvall (representing Mikael Löfman), Mats Leifland (representing Mats Ohlin) Ranny Davidoff (representing himself) and Carl Borrebaeck in his capacity as Chairman of the Board. Since Carl Borrebaeck was also one of the three largest shareholders, he has made his seat (in his capacity as a shareholder) available to the next shareholder. Carl Borrebaeck has chosen, as from 13<sup>th</sup> April 2023, not to participate in the nomination committee's work due to personal reasons.

The nomination committee proposes that business lawyer Fredrik Önnersfors should be elected as chairman for the meeting or, if he is not able to participate at the meeting, another person proposed by the nomination committee.

### **§ 7 b approval of allocations regarding the company's loss according to the adopted balance sheet**

The board proposes that the company's losses shall be allocated in accordance with the proposal set out in the annual report for 2022.

### **§ 8 Determination of fees for the board, committees and the auditors**

The nomination committee proposes that the chairman of the board shall receive SEK 550,000 and each of the other members of the board shall receive SEK 240,000. Remuneration for committee work is proposed to amount to SEK 30,000 for members of the audit and remuneration committees and SEK 50,000 for the chairmen of the audit and remuneration committees. Travel expenses will be reimbursed in accordance with company policy. Lastly, the nomination committee proposes that the auditor's fees are to be paid as per approved invoice.

### **§ 9 Election of board members, chairman of the board and auditors**

The nomination committee proposes that the number of board members shall be five, with no deputy members, that board members Philipp von Hugo and Peter Høngaard Andersen shall be re-elected as board members, and that Vanessa Rollings, Helge Lubenow and Sven Andréasson shall be elected as new board members.

After having founded the company and served as Immunovia's Chairman of the Board since the start in 2007, Carl Borrebaeck has himself elected not to stand for re-election at the Annual General Meeting, and will thereby leave Immunovia's Board in order to increase his involvement in his other development companies. Martin Möller, Eric Krafft and Hans Johansson have declined re-election.

Peter Høngaard Andersen is proposed to be elected Chairman of the Board.

### **Vanessa Rollings**

Vanessa Rollings is a senior financial executive with over 25 years of experience assisting healthcare, technology, and consumer & retail companies scale their business. Vanessa's career reflects a demonstrated track record of

building and developing high-functioning finance and accounting teams, leading corporate development, raising capital, rapidly growing revenues, building out a business intelligence function, managing investor relations, and executing M&A transactions in domestic and global markets. Vanessa is currently CFO of Big Health, a privately-held digital therapeutics company providing safe and effective non-drug alternatives for the most common mental health conditions. Previously, Vanessa was the Chief Financial Officer of Tempus Labs, Inc., a privately-held, data driven precision medicine company. She has held CFO roles at three other companies, including a consulting firm with ~\$100 million in annual revenues and a health-tech venture capital firm. Prior to her CFO roles, Vanessa was an investment banker focused on sell-side mergers & acquisitions at William Blair. Vanessa has an MBA in finance and marketing from the Kellogg School of Management at Northwestern University and a Bachelors of Business Administration from the University of Notre Dame.

Vanessa Rollings is independent in relation to the company, the company's management and the company's major shareholders.. She currently holds no shares in Immunovia.

### **Helge Lubenow**

Dr. Helge Lubenow (\*1968, German) studied Biology and earned the doctoral degree at the University of Cologne and the Max-Planck-Institute in the field of genetics. After joining Qiagen GmbH, Germany, in 1997, Dr. Lubenow held various positions, most recently Senior Vice President, Head of Molecular Diagnostic Business. During this time, Dr. Lubenow also assumed positions in enterprises newly acquired by Qiagen GmbH, such as Corbett Life Science, Sydney, Australia and Digene Inc., Gaithersburg, U.S.A. and was responsible for integration of the respective enterprise. In 2016, Dr. Lubenow founded her own consulting firm AGOS Consulting. From 2018 to 2019 she was the managing director of tesa Labtec GmbH a manufacturer of pharmaceutical special dosage forms. In January 2020 she was appointed as CEO of Proteomedix AG, Zurich, Switzerland, an organization engaged in prostate cancer diagnostics for which she had served as a member of the board since 2017. Dr. Lubenow has many years of experience in the field of molecular diagnostics within a broad network in the health sector, in management consulting and is an expert for the in vitro diagnostics industry in Europe, Asia and the United States. Dr. Lubenow is an independent member (within the meaning of the German Corporate Governance Code) of the legally required supervisory boards of the following companies: Biofrontera AG, Leverkusen, Germany (since December 2021); Epigenomics AG, Berlin, Germany (since June 2016). Dr. Lubenow is a member of the following comparable control committees of domestic and foreign companies: Neracare GmbH, Frankfurt am Main, Germany; Human Gesellschaft für Biochemica und Diagnostica mbH, Wiesbaden, Germany; Avelo AG, Schlieren, Switzerland. Helge Lubenow is independent in relation to the company, the company's management and the company's major shareholders. She currently holds no shares in Immunovia.

### **Sven Andréasson**

Sven Andréasson has more than 40 years' experience as an executive in the life science industry. He started his career at Kabi, Stockholm, where he became CEO for the German, UK and Belgian subsidiaries. He subsequently became head of the Biopharmaceutical division responsible for human growth hormones, blood plasma products, and LMW heparin/ thrombolytic cardiovascular products. After the acquisition of Pharmacia in 1989 he became President of Pharmacia International in Brussels, Belgium and later Pharmacia SA, Paris, France (today part of Pfizer). From 1999 he served for nine years as the President and CEO of Active Biotech, Lund Sweden, a publicly traded company developing innovative products for autoimmune diseases including multiple sclerosis (partnered with TEVA) and for various cancers. He subsequently became CEO of Beta-Cell NV, in Brussels, a company developing cell-based treatments for diabetes. In February 2012 he became CEO of Isconova AB, a vaccine development company acquired by Novavax Inc, MD, USA where he is Senior VP, Business & Corporate Development. Sven Andréasson has an MSc in business administration and finance from the Stockholm School of Economics. Sven Andréasson is independent in relation to the company, the company's management and the company's major shareholders. He currently holds no shares in Immunovia

More information concerning the board members proposed for re-election can be found on the company's website and in the annual report for 2022.

The nomination committee also proposes that the chartered accountant Mats-Åke Andersson, HLB Auditoriet AB, is re-elected as auditor of the company, with Martin Gustafsson, HLB Auditoriet AB as deputy auditor.

### **§ 11 Resolution regarding guidelines for remuneration to management**

The board proposes, after recommendation from the remuneration committee, that the remuneration to senior management shall consist of fixed salary (possibly combined with a variable element), other customary benefits and a pension scheme. The total annual remuneration shall be in line with market practice and competitive on the market where the manager in question is active, and take the manager's qualifications and experience into

consideration, while also taking exceptional performance into account. The fixed salary shall be revised on a yearly basis. As referred to herein, the Immunovia's CEO and the group's management team shall be considered as "senior management".

Fixed salary and variable remuneration shall be related to the manager's responsibilities and authorities. The variable remuneration shall be paid in cash or in the form of shares, subscription warrants, convertible bonds or other share related instruments such as synthetic options or personnel options, and be based on results compared to defined targets, and further be structured so that there is an increased common interest between the manager and the company's shareholders is achieved. The vesting period (or the period from the agreement date to the day on which a share can be acquired) cannot be less than three years. Variable cash remuneration shall not exceed the fixed salary. The terms and conditions for variable remuneration should be drafted so that it is possible for the board, in cases of severe financial conditions for the company, to limit or withdraw variable remuneration in cases where payment of such variable remuneration is deemed unreasonable and inconsistent with the company's responsibility towards the company's shareholders. For annual bonus it should be possible to limit or refrain from payment if the board deems it motivated for other reasons.

If a board member performs other work for the company than the board work, consultancy fees and other remuneration for such work can be paid after special resolution by the board.

As far as possible, pension benefits shall be fee based. The CEO and other members of the group's management team shall have a notice period of not more than 18 months. Fixed salary and severance pay during the notice period shall not exceed an amount corresponding to two years of fixed salary.

The board shall promote the application of the above guidelines in all group companies. The board shall have the right to deviate from the above guidelines if the board in a particular case deems that there are compelling reasons that motivates such deviation.

Matters concerning salaries and other remuneration to the CEO and other members of the group's management team shall be handled by the remuneration committee and decided by the board.

The guidelines adopted by the 2022 AGM have been complied with, and all remuneration that has not yet been paid out falls within the guidelines. For information regarding remuneration and ongoing programs, please see the company's remuneration report, which will be made available on the company's website in the manner set out below.

## **§ 12 Resolution on authorization of the board to resolve on new issue of shares**

For the purposes of enabling the board to develop the company's capital structure, diversify the shareholder base, finance or carry out acquisitions or other arrangements, the board proposes the AGM to authorize the board to resolve, on one or several occasions before the next AGM, on an issue of shares. Such issue may entail a deviation from the shareholders' preferential right to subscribe for new shares and also entail that payment of the new shares may be made in cash or by consideration in kind. The issue may result in an aggregate increase in the share capital corresponding to the issue of a maximum of 20 % of the number of shares as per the 2023 AGM.

The new shares shall, in the event of a deviation from the shareholders' pre-emption rights, be issued at a subscription price based on the share price at the time of the issue, decreased by any discount in line with market practice that the Board deems necessary.

The board or any person appointed by the board is entitled to resolve on any minor changes to the AGM's resolution that may be required at registration of the resolution at the Swedish Companies Registration Office.

A resolution passed by the AGM in accordance with this proposal is valid only if supported by shareholders holding at least two thirds of the votes cast as well as of the shares represented at the meeting.

## **Number of shares and votes**

As per the date of this notice, there are a total of 22,631,581 shares in the company, each share representing one vote, it however being noted that 22 655 917 new shares have been issued (but not yet registered with the Companies' Registrations Office) in accordance with the resolution at the extraordinary general meeting on 16<sup>th</sup> March 2023 . The company does not hold any of its own shares.

## **Documents**

The annual report, the complete proposals of the nomination committee, the remuneration report and other documentation for the AGM (including a proxy form and the voting form) will be available at the company and posted on the company's website <https://immunovia.com/sv/bolagsstamma/> no later than three weeks prior to the AGM. The documents will be sent upon request to shareholders providing their address to the company.

## **Information at the AGM**

The board shall, if any shareholder so requests and the board 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 and circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the group, in accordance with the Swedish Company's Act Chapter 7 § 32.

## **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-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

Lund in April 2023

Immunovia AB (publ)

The board of directors