

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## **Notice of extraordinary general meeting in Alligator Bioscience AB**

**The shareholders of Alligator Bioscience AB, Reg. No. 556597-8201 (“Alligator”), are invited to the extraordinary general meeting to be held on Monday 8 November 2021.**

In light of the ongoing Covid-19 pandemic and in order to reduce the risk of infection spreading, the board of directors has decided that the meeting will be held only by advance voting (postal vote) in accordance with temporary legislation. This means that the meeting will be conducted without the physical presence of shareholders, proxies or external parties and that shareholders' exercise of voting rights at the meeting can only take place by shareholders voting in advance in the order prescribed below. Information on the resolutions passed by the meeting will be published on Monday 8 November 2021, as soon as the outcome of the advance voting is finally compiled.

### **RIGHT TO PARTICIPATE**

Shareholders that wants to participate in the meeting by advance voting must be recorded in the company's share register kept by Euroclear Sweden AB as of Friday 29 October 2021 and, further, have notified their participation no later than Friday 5 November 2021 by casting their advance vote to the company in accordance with the instructions under the heading “Voting in advance” below so that the advance vote is received by the company no later than that day.

### **TRUSTEE-REGISTERED SHARES**

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the meeting by advance voting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called “voting rights registration”). Such voting rights registration must be implemented by the trustee no later than as of Tuesday 2 November 2021. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

### **VOTING IN ADVANCE**

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 shareholders' meetings in companies and other associations. A special form shall be used for advance voting. The form is available on the company's website ([www.alligatorbioscience.com](http://www.alligatorbioscience.com)). The advance voting form is considered as the notification of attendance to the meeting. The completed voting form must be submitted to the company no later than on Friday 5 November 2021. The completed and signed form shall be sent to Alligator Bioscience AB, att. Greta Eklund, Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden. A completed form may also be submitted electronically and is to be sent to [anmalan@alligatorbioscience.com](mailto:anmalan@alligatorbioscience.com). If a shareholder votes in advance through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A proxy form is available on the company's website ([www.alligatorbioscience.com](http://www.alligatorbioscience.com)). If

the shareholder is a legal entity, a registration certificate or equivalent document shall be enclosed to the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the advance voting form.

#### **PROPOSED AGENDA**

0. Opening of the meeting.
1. Election of Chairman of the meeting.
2. Preparation and approval of the register of voters.
3. Election of two persons to confirm the minutes.
4. Approval of the agenda.
5. Determination as to whether the meeting has been duly convened.
6. Resolution on amendment of the Articles of Association.
7. Resolution on approval of the board of directors' resolution on rights issue of ordinary shares.
8. Resolution on authorization for the board of directors to resolve on new issues of ordinary shares.
9. Closing of the meeting.

#### **PROPOSED RESOLUTIONS**

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

The board of directors proposes that lawyer Ola Grahn is elected as Chairman of the meeting, or, in his absence, the person appointed by the board of directors instead.

##### ***Item 2: Preparation and approval of the register of voters***

The register of voters that is proposed to be approved is the register of voters prepared by the company, based on the share register of the meeting and received advance votes, controlled by the persons confirming the minutes of the meeting.

##### ***Item 3: Election of two persons to confirm the minutes***

Mikael Lönn, representing own holdings, and Maria-Pia Bengtsson, representing Jonas Sjögren, are proposed to, together with the Chairman, confirm the minutes of the meeting, or should one or both of these individuals be unable to fulfil this role, the individual or individuals appointed by the board of directors instead. The assignment to confirm the minutes also includes controlling the register of voters and that received advance votes are correctly reproduced in the minutes.

##### ***Item 6: Resolution on amendment of the Articles of Association***

The board of directors proposes that the extraordinary general meeting resolves to amend the company's Articles of Association in accordance with the following:

## § 4 Share capital

### *Current wording*

The share capital of the company shall be no less than SEK 23,600,000 and no more than SEK 94,400,000.

### *Proposed wording*

The share capital of the company shall be no less than SEK 34,200,000 and no more than SEK 136,800,000.

## § 5 Number of shares

### *Current wording*

The number of shares shall not be less than 59,000,000 and shall not exceed 236,000,000.

### *Proposed wording*

The number of shares shall not be less than 85,500,000 and shall not exceed 342,000,000.

The company's CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office (*Sw. Bolagsverket*).

### ***Item 7: Resolution on approval of the board of directors' resolution on rights issue of ordinary shares***

The board of directors proposes that the extraordinary general meeting resolves to approve the board of directors' resolution of 7 October 2021 to increase the company's share capital with at the highest SEK 51,399,802.80 through the issue of at the highest 128,499,507 ordinary shares and on the following terms and conditions:

1. SEK 2.00 shall be paid for each new share, whereby the amount that exceeds the share's quota value shall be allocated to the free share premium reserve.
2. Subscription of shares shall be made by exercise of subscription rights. The right to receive subscription rights for subscription of new shares with preferential rights shall vest in those who, on the record date, are registered as shareholders and thereby are allotted subscription rights in relation to their shareholding as of the record date.
3. The record date for right to participate in the issue shall be on 10 November 2021.
4. Each existing share entitles to three (3) subscription rights and two (2) subscription rights entitle to subscription of one (1) new share.
5. If not all shares are subscribed for by exercise of subscription rights, allotment of the remaining shares shall be made within the highest amount of the issue:
  - (i) *firstly*, to those who have subscribed for shares by exercise of subscription rights (regardless of whether they were shareholders on the record date or

not) and who have applied for subscription of shares without exercise of subscription rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of subscription rights that each and every one of those, who have applied for subscription of shares without exercise of subscription rights, have exercised for subscription of shares;

- (ii) *secondly*, to those who have applied for subscription of shares without exercise of subscription rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of shares the subscriber in total has applied for subscription of shares; and
- (iii) *thirdly*, to those who have provided underwriting commitments with regard to subscription of shares, in proportion to such underwriting commitments.

To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

6. Subscription of shares by exercise of subscription rights shall be made through cash payment during the time period from and including 12 November 2021 to and including 26 November 2021. Subscription of shares without exercise of subscription rights shall be made on a special application form during the same time period. Payment for shares subscribed for without exercise of subscription rights is to be made no later than the third banking day after notification of allotment has been sent to the subscriber by a promissory note. The board of directors shall have the right to prolong the time period for subscription and payment.
7. The new shares convey right to dividends as from the first record date for dividends occurring after the issue resolution.
8. The company's CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

***Item 8: Resolution on authorization for the board of directors to resolve on new issues of ordinary shares***

In order to enable new issues of ordinary shares as guarantee compensation to those that have entered into guarantee undertakings in order to secure the rights issue of ordinary shares as described below (the "**Guarantors**"), the board of directors proposes that the extraordinary general meeting resolves to authorize the board of directors, up until the next annual general meeting, at one or several occasions, with deviation from the shareholders' preferential rights, and with or without provisions regarding set-off or other provisions, to resolve on new issues of ordinary shares to the Guarantors. Upon exercise of the authorization, the subscription price shall correspond to 90 per cent of the volume-weighted average price (VWAP) for the Company's ordinary share on Nasdaq Stockholm during the subscription period in the rights issue of ordinary shares resolved by the board of directors on 7 October 2021, and which is proposed for approval under item 7 on the agenda of the

extraordinary general meeting (i.e. during the period 12 – 26 November 2021), however, no lower than the subscription price in the rights issue.

The purpose of the authorization and reason for the deviation from the shareholders' preferential rights is to be able to carry out new issues of ordinary shares as guarantee compensation to the Guarantors. The number of ordinary shares that may be issued through the authorization shall not exceed the total number of ordinary shares that corresponds to the agreed guarantee compensation that the company shall pay to the Guarantors.

The resolution on authorization in accordance with this proposal presupposes and is conditional on the extraordinary general meeting resolving to approve the board of directors' resolution of 7 October 2021 on rights issue of ordinary shares in accordance with the board of directors' proposal to the extraordinary general meeting.

The company's CEO shall be authorized to make such minor formal adjustments of the resolution as might be necessary in connection with registration with the Swedish Companies Registration Office.

#### **PARTICULAR MAJORITY REQUIREMENTS**

For valid resolutions on the proposals pursuant to items 6 and 8, the proposals have to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the meeting.

#### **MEETING DOCUMENTS AND OTHER INFORMATION**

The complete proposals pursuant to items 6–8 and ancillary documents pursuant to the Swedish Companies Act (Sw. aktiebolagslagen) and other documents for the meeting, are presented by keeping them available at the company's office at Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden and at the company's website ([www.alligatorbioscience.com](http://www.alligatorbioscience.com)) as from no later than three weeks prior to the meeting, and will also be sent to shareholders who request it and provide their address. The share register of the meeting will also be available at the company's office.

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 significant harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda. Requests for such information must be submitted via e-mail to [anmalan@alligatorbioscience.com](mailto:anmalan@alligatorbioscience.com) or by post to Alligator Bioscience AB, att. Greta Eklund, Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden, no later than Friday 29 October 2021. The information is provided by keeping it available at the company's office and website, no later than Wednesday 3 November 2021. The information will also be sent within the same time to the shareholders who have requested it and provided their postal or e-mail address.

The total number of shares and votes in the company amounts to 85,666,338. The company does not hold any own shares.

#### **PROCESSING OF PERSONAL DATA**

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

Lund in October 2021

ALLIGATOR BIOSCIENCE AB (PUBL)

The board of directors

**For further information, please contact:**

Julie Silber, Investor Relations

Phone: +46 46-540 82 23

E-mail: [jur@alligatorbioscience.com](mailto:jur@alligatorbioscience.com)

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**About Alligator Bioscience**

Alligator Bioscience is a clinical-stage biotechnology company developing tumor-directed immuno-oncology antibody drugs. The pipeline includes the two clinical assets Mitazalimab, a CD40 agonist, and ATOR-1017, a 4-1BB agonist. Alligator is co-developing ALG.APV-527 with Aptevo Therapeutics Inc. and an undisclosed molecule based on its proprietary Neo-X-Prime™ technology platform with MacroGenics Inc. Out licensed programs include AC101 in clinical development by Shanghai Henlius Biotech Inc. and an undisclosed target to Biotherus Inc. Alligator's shares are listed on Nasdaq Stockholm (ATORX). The Company is headquartered in Lund, Sweden. For more information, please visit <http://www.alligatorbioscience.com>.