

**Minutes from extraordinary general meeting in Alligator Bioscience AB, Reg. No. 556597-8201, on 8 November 2021**

**0. Opening of the meeting**

Lawyer Ola Grahn opened the meeting at the request of the board of directors.

**1. Election of Chairman of the meeting**

Lawyer Ola Grahn was elected Chairman of the meeting in accordance with the proposal of the board of directors. The Chairman of the meeting should keep the minutes.

It was noted that the meeting was held in accordance with Sections 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of shareholders' meetings in companies and other associations, meaning that the shareholders have exercised their voting rights at the meeting only by advance voting, so called postal voting.

The notice to attend the meeting as well as the form used for advance voting are attached as **Schedule 1** and **Schedule 2**, respectively.

A presentation of the results of the advance votes on each item of the agenda covered by the advance votes follows from **Schedule 3**, which sets out the information specified in Section 26 in the abovementioned Act (2020:198). It was specifically noted that no shareholder had notified the company of the wish to postpone a resolution under one or more items on the agenda to a so called continued general meeting.

**2. Preparation and approval of the register of voters**

The list presented in **Schedule 4** was approved as the register of voters at the meeting.

**3. Election of two persons to confirm the minutes**

It was resolved that the minutes shall be confirmed by two persons. Mikael Lönn, representing own holdings, and Maria-Pia Bengtsson, representing Omentum SA and Roxette Photo NV, was elected to confirm the minutes in accordance with the proposal of the board of directors.

**4. Approval of the agenda**

The proposed agenda in the notice to attend the meeting was approved as the agenda of the meeting.

**5. Determination as to whether the meeting has been duly convened**

It was noted that the notice to attend the meeting, in accordance with the articles of association and the provisions of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*), had been inserted in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on 11 October 2021, that the notice to attend the meeting had been available at the company's website since 7 October 2021, and that the advert regarding the notice to attend the meeting had been inserted in *Dagens Industri* on 11 October 2021.

The meeting was declared duly convened.

**6. Resolution on amendment of the Articles of Association**

It was noted that the board of directors' proposal regarding amendment of the Articles of Association in accordance with **Schedule 5**, was presented by being kept available at the company's office and at the company's website since 7 October 2021, and had been sent to shareholders upon request.

The meeting resolved in accordance with the proposal in Schedule 5. It was noted that the resolution was unanimous.

**7. Resolution on approval of the board of directors' resolution on rights issue of ordinary shares**

It was noted that the board of directors' proposal regarding approval of the board of directors' resolution on rights issue of ordinary shares in accordance with **Schedule 6**, and documents pursuant to Chapter 13, Section 6 of the Swedish Companies Act, were presented by being kept available at the company's office and at the company's website since 7 October 2021, and had been sent to shareholders upon request.

The meeting resolved in accordance with the proposal in Schedule 6.

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

It was noted that the board of directors' proposal regarding authorization for the board of directors to resolve on new issues of ordinary shares in accordance with **Schedule 7**, were presented by being kept available at the company's office and at the company's website since 7 October 2021, and had been sent to shareholders upon request.

The meeting resolved in accordance with the proposal in Schedule 7. It was noted that the resolution was unanimous.

**9. Closing of the meeting**

The Chairman of the meeting declared the meeting closed.

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(Signature page follows)

In fidem:

Confirmed by:

Ola Grahn  
(Chairman of the meeting)

Mikael Lönn

Maria-Pia Bengtsson

## Schedule 1

*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)

*This information was submitted for publication, through the agency of the contact person set out above, at 08:15 CEST on 7 October 2021.*

**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>.

## Schedule 2

## NOTIFICATION AND FORM FOR ADVANCE VOTING

by 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.

**To be received by Alligator Bioscience AB no later than Friday 5 November 2021.**

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in Alligator Bioscience AB, Reg. No. 556597-8201, at the extraordinary general meeting on Monday 8 November 2021. The voting right is exercised in accordance with the voting options marked in Schedule 1 below.

|                          |  |
|--------------------------|--|
| Name of the shareholder: | Personal identification number or corporate registration number: |
|--------------------------|--|

**Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity):** I, the undersigned, am a board member, CEO or a signatory of the shareholder and solemnly declare that I am authorised to submit this advance vote on behalf of the shareholder and that the contents of the advance vote correspond to the shareholder's decisions.

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

|                             |         |
|-----------------------------|---------|
| Place and date:             |         |
| Signature:                  |         |
| Clarification of signature: |         |
| Telephone number:           | E-mail: |

If issued by a legal entity, the form must be signed by authorized representative(s) and be accompanied by a registration certificate or, concerning foreign legal entities, corresponding documents evidencing the authorized representative(s) of the shareholder. The same applies if the shareholder votes in advance through a proxy.

The form, and a copy of the registration certificate or corresponding documents (if applicable) shall be sent to Alligator Bioscience AB, att. Greta Eklund, Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden, or via e-mail to: [anmalan@alligatorbioscience.com](mailto:anmalan@alligatorbioscience.com). The completed form must be submitted to Alligator Bioscience AB no later than Friday 5 November 2021.

In Schedule 1, the votes shall be set forth. A shareholder cannot give any other instructions than selecting one of the options specified at each point in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented. Only one form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The latest form received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered. For complete proposals for resolutions, please refer to the notice of the meeting and the complete proposals, available on the company's website ([www.alligatorbioscience.com](http://www.alligatorbioscience.com)).

Should you have any questions, please contact Alligator Bioscience AB via e-mail: [anmalan@alligatorbioscience.com](mailto:anmalan@alligatorbioscience.com). For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Please note that submitting this form will be regarded as giving notice of your attendance at the meeting. Please note that a prerequisite for an advance vote to be taken into account is that the shareholder who has cast the vote is registered in his/her own name in the share register kept by Euroclear Sweden AB prior to the meeting. Further instructions on this can be found in the notice to the meeting.

This form for advance voting may be revoked by written notice to Alligator Bioscience AB on the address above or via e-mail to [anmalan@alligatorbioscience.com](mailto:anmalan@alligatorbioscience.com), no later than Friday 5 November 2021.

*Schedule 1 follow on the next page*

**Schedule 1 – Voting form for advance voting at the extraordinary general meeting in Alligator Bioscience AB on 8 November 2021**

The voting alternatives below refer, unless otherwise stated in the form, to the proposals stated in the notice to the meeting.

|  |                              |                             |
|--|------------------------------|-----------------------------|
| <b>1. Election of Chairman of the meeting</b>  | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| <b>2. Preparation and approval of the register of voters</b>   | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| <b>3. Election of two persons to confirm the minutes</b>   | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| <b>4. Approval of the agenda</b>   | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| <b>5. Determination as to whether the meeting has been duly convened</b>                                     | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| <b>6. Resolution on amendment of the Articles of Association</b>   | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| <b>7. Resolution on approval of the board of directors’ resolution on rights issue of ordinary shares</b>    | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| <b>8. Resolution on authorization for the board of directors to resolve on new issues of ordinary shares</b> | Yes <input type="checkbox"/> | No <input type="checkbox"/> |

**The shareholder wishes that resolution(s) under one or several items in the form shall be deferred to a continued shareholders’ meeting**  
 (completed only if the shareholder has such a wish)

**List item or items (use numbers):**

\_\_\_\_\_

## Schedule 3

Alligator Bioscience AB

Final outcome of advanced votes pursuant to 26 § Act (2020:198)  
on temporary exceptions to facilitate the execution of  
shareholders' meetings in companies and other associations

|                      |               |
|----------------------|---------------|
|                      | <b>Total</b>  |
| Present shares       | 10 271 482    |
| Present votes        | 10 271 482    |
| Issued share capital | 34 266 535,20 |

|   | Votes      |         |           | Shares     |         |           | % of given votes |         |           | % of present shares |         |           | % of issued share capital |         |               |
|---|------------|---------|-----------|------------|---------|-----------|------------------|---------|-----------|---------------------|---------|-----------|---------------------------|---------|---------------|
|   | For        | Against | Not voted | For        | Against | Not voted | For              | Against | Not voted | For                 | Against | Not voted | For                       | Against | Not vot./rep. |
| 1. Election of Chairman of the meeting  | 10 271 481 | 1       | -         | 10 271 481 | 1       | -         | 100,00%          | 0,00%   | 0,00%     | 100,00%             | 0,00%   | 0,00%     | 11,99%                    | 0,00%   | 88,01%        |
| 2. Preparation and approval of the register of voters   | 10 271 482 | -       | -         | 10 271 482 | -       | -         | 100,00%          | 0,00%   | 0,00%     | 100,00%             | 0,00%   | 0,00%     | 11,99%                    | 0,00%   | 88,01%        |
| 3. Election of two persons to confirm the minutes   | 10 271 481 | 1       | -         | 10 271 481 | 1       | -         | 100,00%          | 0,00%   | 0,00%     | 100,00%             | 0,00%   | 0,00%     | 11,99%                    | 0,00%   | 88,01%        |
| 4. Approval of the agenda   | 10 271 482 | -       | -         | 10 271 482 | -       | -         | 100,00%          | 0,00%   | 0,00%     | 100,00%             | 0,00%   | 0,00%     | 11,99%                    | 0,00%   | 88,01%        |
| 5. Determination as to whether the meeting has been duly convened                                     | 10 271 482 | -       | -         | 10 271 482 | -       | -         | 100,00%          | 0,00%   | 0,00%     | 100,00%             | 0,00%   | 0,00%     | 11,99%                    | 0,00%   | 88,01%        |
| 6. Resolution on amendment of the Articles of Association   | 10 271 482 | -       | -         | 10 271 482 | -       | -         | 100,00%          | 0,00%   | 0,00%     | 100,00%             | 0,00%   | 0,00%     | 11,99%                    | 0,00%   | 88,01%        |
| 7. Resolution on approval of the board of directors' resolution on rights issue of ordinary shares    | 10 271 481 | 1       | -         | 10 271 481 | 1       | -         | 100,00%          | 0,00%   | 0,00%     | 100,00%             | 0,00%   | 0,00%     | 11,99%                    | 0,00%   | 88,01%        |
| 8. Resolution on authorization for the board of directors to resolve on new issues of ordinary shares | 10 271 482 | -       | -         | 10 271 482 | -       | -         | 100,00%          | 0,00%   | 0,00%     | 100,00%             | 0,00%   | 0,00%     | 11,99%                    | 0,00%   | 88,01%        |

## Schedule 5



*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.*

## **Proposal for resolution on amendment of the Articles of Association**

The board of directors of Alligator Bioscience AB, Reg. No. 556597-8201, proposes that the extraordinary general meeting on 8 November 2021 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.

Following the amendments, the Articles of Association will have the wording set out in **Schedule A**.

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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).

For a valid resolution, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the general meeting.

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Lund in October 2021

The Board of Directors of Alligator Bioscience AB (publ)

# SCHEDULE A

*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.*

## ARTICLES OF ASSOCIATION

### **§ 1 Company name**

The company name is Alligator Bioscience AB. The company is a public limited liability company (publ).

### **§ 2 Registered office of the board of directors**

The registered office of the board of directors shall be in the municipality of Lund, county of Skåne.

### **§ 3 Business activity**

The company's field of activity shall be to, directly or through subsidiaries or other associated companies, conduct research and development work and manufacturing and trade within the field of protein chemistry and to conduct other business compatible therewith.

### **§ 4 Share capital**

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**

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

### **§ 6 Share classes**

Shares may be issued in two classes, ordinary shares and series C shares. The ordinary shares shall carry one vote per share and series C shares shall carry one-tenth of a vote per share. Shares of either share class may be issued up to an amount corresponding to the full share capital.

Series C shares do not entitle to dividends. Upon the dissolution of the company, series C shares shall carry equivalent right to the company's assets as other shares, however, not to an amount exceeding the quota value of the share.

If the company resolves to issue new ordinary shares and series C shares, against payment other than contribution in kind, owners of ordinary shares and series C shares shall have pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary pre-emption right). Shares which are not

subscribed for pursuant to the primary pre-emption rights shall be offered to all shareholders for subscription (secondary pre-emption right). If the shares thus offered are not sufficient for the subscription pursuant to the secondary pre-emption rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

If the company resolves to issue new shares of either solely ordinary shares or series C shares, against payment other than contribution in kind, all shareholders shall, irrespective of whether their shares are ordinary shares or series C shares, have pre-emption rights to subscribe for new shares pro rata to the number of shares previously held by them.

What is set out above with regard to pre-emption rights shall apply mutatis mutandis in the event of issues of warrants and convertible bonds, and shall not limit the right to resolve upon an issue with deviation from the shareholders' pre-emption rights.

In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the Articles of Association.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, at the request of a holder of a series C share and after resolution by the company's board of directors or a shareholders' meeting, take place through redemption of series C shares. A request from a shareholder must be submitted in writing. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if the required funds are available. The redemption amount per series C share shall be the quota value of such share.

Following receipt of the redemption resolution, holders of shares subject to redemption shall promptly receive payment for the shares, or, if authorization for the redemption from the Swedish Companies Registration Office (Sw. Bolagsverket) or a court is required, following the receipt of notice that the final and effected resolution has been registered.

Series C shares held by the company may, upon resolution of the board of directors be reclassified into ordinary shares. Immediately thereafter, the board of directors shall register the reclassification with the Swedish Companies Registration Office. The reclassification is effected when it has been registered and the reclassification has been reflected in the central securities depository register.

## **§ 7 Board of directors**

The board shall, in addition to the members that pursuant to law can be elected by other than the shareholders' meeting, consist of at least three (3) and not more than eight (8) members.

The company shall have at least one (1) and not more than two (2) auditors with up to two (2) deputy auditors. An authorized auditor or a registered audit company shall be appointed as auditor.

### **§ 8 Notice**

Notice of a general meeting shall be given by announcement in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and by keeping the notice available at the company's website. Announcement that notice has been given shall at the same time be given in Dagens Industri.

In order to be entitled to participate in the meeting, shareholders shall notify the company accordingly on the day specified in the notice. This day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and not fall earlier than on the fifth business day before the meeting.

A shareholder may bring one or two advisors to the general meeting and only if the shareholder has notified the company of the number of such advisors in accordance with the provisions of the previous paragraph.

### **§ 9 Annual general meeting**

The following matters shall be addressed at the annual general meeting:

1. Election of a chairman of the meeting.
2. Preparation and approval of the voting register.
3. Election of two persons to verify the minutes.
4. Approval of the agenda.
5. Determination as to whether the meeting has been duly convened.
6. Presentation of the annual report and the auditor's report and, if applicable, the consolidated annual report and the auditor's report on the consolidated annual report.
7. Resolution in respect of:
  - a) the adoption of the profit and loss statement and the balance sheet and, if applicable, the consolidated profit and loss statement and the consolidated balance sheet;
  - b) the allocation of the company's profits or losses as set forth in the adopted balance sheet; and
  - c) discharge from liability for the board members and the managing director.
8. Determination of the number of board members and auditors and deputy auditors.
9. Determination of fees for the board of directors and fees for the auditors.
10. Election of board of directors, auditors and deputy auditors.
11. Any other matter which rests with the general meeting in accordance with the Swedish Companies Act or the company's articles of association.

### **§ 10 Financial year**

The financial year shall be calendar year.

## **§ 11 Record day provision**

The company's shares shall be registered in a record day register pursuant to the Swedish Central Securities Depositories and Financial Instruments Act (SFS 1998:1479).

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**Schedule 6**

*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.*

## **Resolution on rights issue of ordinary shares subject to approval by the extraordinary general meeting**

The board of directors of Alligator Bioscience AB, Reg. No. 556597-8201, hereby resolves, subject to approval by the extraordinary general meeting on 8 November 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 (Sw. Bolagsverket) or Euroclear Sweden AB.
9. Documents in accordance with Chap. 13 Sec. 6 of the Swedish Companies Act (2005:551) have been prepared.

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Lund on 7 October 2021

The Board of Directors of Alligator Bioscience AB (publ)



**Schedule 7**

*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.*

## **Proposal for 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 of Alligator Bioscience AB, Reg. No. 556597-8201 (the “**Company**”), proposes that the extraordinary general meeting on 8 November 2021 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.

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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).

For a valid resolution, the proposal has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the general meeting.

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Lund in October 2021

The Board of Directors of Alligator Bioscience AB (publ)