Invitation to subscribe for units in Alligator Bioscience AB (publ)

Please note that the unit rights may have an economic value.
In order not to lose the value of the unit rights, the holder must either:

- Exercise the received unit rights to subscribe for units no later than 12 February 2025, or
- By 7 February 2025 at the latest, sell the received unit rights not intended to be exercised for subscription of units.

Note that shareholders with nominee-registered holdings must subscribe for units through the nominee.

Distribution of this prospectus and subscription of units are subject to restrictions in certain jurisdictions, see section "*Important information*".

IMPORTANT INFORMATION

In this prospectus (the "**Prospectus**"), "**Alligator**", the "**Company**" or the "**Group**" refer to, depending on the context, Alligator Bioscience AB, corporate registration number 556597-8201, the group in which Alligator Bioscience AB is the parent company or a subsidiary in the group. The Prospectus has been prepared due to the bord of directors' resolution of 2 December 2024 to carry out an issue of units with preferential rights for the Company's existing shareholders (the "**Rights Issue**" or the "**Offering**"), which resolution was approved by the extraordinary general meeting in the Company on 13 January 2025, as well as the admission to trading of the shares, warrants series TO 12 and warrants series TO 13 on Nasdaq Stockholm (including any ordinary shares, warrants series TO 12 and warrants series TO 13 that may be issued as guarantee compensation to underwriters in the Rights Issue as well as the warrants series TO 12 and TO 13 issued to Fenja Capital II A/S within the framework of the Company's loan financing). For definitions of other terms used in this Prospectus, please see section "*Glossary*".

Information for investors

This Prospectus has been prepared in accordance with the rules set out in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**"). A Swedish version of the Prospectus has been approved and registered by the Swedish Financial Supervisory Authority in accordance with the provisions of the Prospectus Regulation. The approval from the Swedish Financial Supervisory Authority does not mean that the Swedish Financial Supervisory Authority guarantees that the information in the Prospectus is complete or correct. Swedish law governs the Prospectus and the Rights Issue. Disputes arising from the Prospectus, the Rights Issue and related legal matters shall be settled exclusively by Swedish courts. The English version of this Prospectus is a translation. In the event of any discrepancies between the different language versions, the Swedish language version shall take precedence.

No action has been taken, or will be taken, by the Company to allow a public offering in any country other than Sweden. Neither the unit rights in the Rights Issue, paid-up subscribed units ("**BTU**") nor units subscribed for in the Rights Issue (altogether the "**Securities**") have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"). Securities may not be offered or sold, directly or indirectly, in or into the United States or to persons residing there. Moreover, the Offering is not made to persons resident in the United States, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, or to persons whose participation would require additional prospectuses, registration, or other measures than those imposed by Swedish law. The Prospectus may not be distributed in any country or any jurisdiction where the distribution or the Rights Issue would require such measures or would be in conflict with the applicable regulation of such jurisdiction. Application for subscription of units in violation of the restrictions above may be considered void. Persons who receive copies of the Prospectus are required to inform themselves about, and comply with, such restrictions. Any failure to comply with the restrictions described may result in a violation of securities regulations.

In the member states of the European Economic Area ("**EEA**") – with the exception of Sweden – an offer of Securities may be made only in accordance with an exception in the Prospectus Regulation.

An investment in securities involves certain risks, see section "*Risk factors*". When investors make an investment decision, they must rely on their own assessment of the Company and the Securities, including applicable facts and risks, and investors may not rely on any information other than contained in this Prospectus and any possible supplements to the Prospectus. Prior to making an investment decision, potential investors should engage their own professional advisers and carefully evaluate and consider their investment decision. No person is authorized to provide any information or make any statements other than those made in this Prospectus, and should such information or statements nevertheless be made, they should not be considered to have been approved by the Company and the Company is not responsible and assume no liability for such information or statements. Neither the publication of this Prospectus nor any transaction made in respect of the Prospectus shall under any circumstances imply that the information contained herein is accurate or applicable at any time other than on the date of publication of this Prospectus, or that there have been no changes in the Company's business since this date. If significant changes to the information in this Prospectus occur after the Prospectus has been published, which may affect an investor's assessment of the Company or the Securities, such changes will be announced in accordance with the provisions on supplements to a prospectus under the Prospectus Regulation.

Vator Securities AB ("**Vator Securities**") is the Sole Global Coordinator and the bookrunner in connection with the Rights Issue and Van Lanschot Kempen N.V. ("**Van Lanschot Kempen**") is the financial adviser to the Company in connection with the Rights Issue. Vator Securities is issuing agent in relation to the Rights Issue. Each of Vator Securities and Van Lanschot Kempen is acting exclusively for the Company and no one else in connection with the Rights Issue. None of Vator Securities and Van Lanschot Kempen will regard any other person (whether or not a recipient of this Prospectus) as its client in relation to the Rights Issue and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for giving advice in relation to the Rights Issue or any transaction or arrangement referred to in this Prospectus. Van Lanschot Kempen is acting solely as financial adviser to the Company in connection with the Rights Issue and is not acting as bookrunner, placement agent, underwriter or in any other capacity and is not and shall not be construed as a fiduciary for the Company, any investor or any other person in connection with the Rights Issue. The content of this Prospectus should not be construed as business, legal or tax advice. This Prospectus should not be considered as a recommendation by any of Vator Securities, Van Lanschot Kempen or any of their respective affiliates or their or their respective affiliates' directors, officers, employees or representatives (the "**Relevant Persons**") that any recipient of this Prospectus should purchase, or subscribe for, any Securities. No Relevant Persons is making any representation to any prospective investor regarding the legality of an investment in the Securities by such prospective investor under the laws and regulations applicable to such prospective investor. Prospective investors should consult their own professional advisers before making any investment decision with regard to the Securities, among other things, to consider such investment decision in light of their personal circumstances and in order to determine whether or not such prospective investor is eligible to purchase, or subscribe for, Securities. In making an investment decision, prospective investors must rely on their own analysis, enquiry and examination of the Company, the Securities and the Offering, including the merits and risks involved.

No representation or warranty, express or implied, is made or given, and no responsibility is accepted, by, or on behalf of, any of the Relevant Persons, as to the accuracy, completeness, fairness or verification of the information or opinions contained in this Prospectus, or incorporated by reference in it, and nothing in this Prospectus, or incorporated by reference in it, is, or shall be relied upon as, a promise or representation by any of the Relevant Persons. None of the Relevant Persons or any other person in any of their respective capacities in connection with the Rights Issue, accepts any responsibility whatsoever for the contents of this Prospectus or for any other statements made or purported to be made by it, or on its behalf, in connection with the Company, the Group, the Rights Issue or the Securities. Accordingly, each of the Relevant Persons disclaims, to the fullest extent permitted by applicable laws and regulations, all and any liability, whether arising in tort or contract or which they might otherwise be found to have in respect of this Prospectus and/or any such statement. No Relevant Person accepts any responsibility for any violation by any person, whether or not such person is a prospective investor in the Securities, of any securities regulations.

Information for investors in the United States

No Securities issued by Alligator have been registered or will be registered under the Securities Act or securities laws in any state or jurisdiction in the United States and may not be offered, subscribed for, exercised, pledged, sold, resold, assigned, delivered or transferred, directly or indirectly, in or into the United States, except in accordance with any applicable exception to, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with the securities laws of the relevant state or other jurisdiction in the United States. The Securities are offered outside the United States in reliance of Regulation S under the Securities Act. No offer will be made to the public in the United States. Any offer of Securities in the United States will only be made pursuant to an exception to, or in a transaction not subject to, the registration requirements of the Securities Act to a limited number of existing shareholders who (i) are *qualified institutional buyers* as defined in Rule 144A of the Securities Act (QIBS), and (ii) have signed and provided a so-called investor letter to Alligator. Recipients of this Prospectus are hereby notified that Alligator may rely on an exception to the registration requirements under section 5 of the Securities Act.

Up to 40 days after the commencement of the Rights Issue, an offer or transfer of Securities in the United States conducted by a securities broker (whether or not participating in the Rights Issue) may violate the registration requirements of the Securities Act.

The Securities have neither been approved nor rejected by the US Securities and Exchange Commission (SEC), any state securities authority, or any other US authority. Nor has any such authority assessed or commented on the Offering in this Prospectus or the accuracy and reliability of this document. Claiming the opposite is a criminal offense in the United States.

Presentation of financial information

Unless otherwise indicated, "**SEK**" refers to the official currency of Sweden. All financial amounts are stated in Swedish kronor (SEK) unless otherwise expressly stated. "**TSEK**" means thousands of kronor. "**USD**" means US dollars, "**EUR**" means Euro and "**GBP**" means British pounds. Unless otherwise indicated, the financial information presented in this Prospectus has been derived from the Company's financial statements. The Company's audited consolidated financial statements for the financial year 2023, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as adopted by the EU, and the Company's unaudited year-end report for the financial year 2024, which has been prepared in accordance with IAS 34 Interim Financial Reporting and the Swedish Annual Accounts Act (1995:1554), are incorporated by reference into the Prospectus and constitute part of the Prospectus. To make the information easily accessible to the reader, certain financial and other figures presented in the Prospectus have been rounded off. Consequently, the numbers in certain columns do not exactly correspond to the total amount specified. Except when expressly stated, no information in this Prospectus has been reviewed or audited by the Company's auditor.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Securities in Alligator have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II (the "**Target Market Assessment**"); and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II. Notwithstanding the Target Market Assessment, distributors should note that: the price of the Securities in Alligator may decline and investors could lose all or part of their investment; the Securities in Alligator offer no guaranteed income and no capital protection; and an investment in the Securities in Alligator is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Conversely, an investment in the Securities in Alligator is not compatible with investors who need full capital protection or full repayment of the amount invested, have no risk tolerance or require a fully guaranteed income or fully predictable return profile.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Securities in Alligator.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Securities in Alligator and determining appropriate distribution channels.

Forward-looking statements

This Prospectus contains certain forward-looking statements that reflect the Company's current views or expectations with respect to future events as well as financial and operational performance. The words "intend", "estimate", "expect", "may", "plan", "anticipate" or other expressions regarding indications or forecasts of future developments or trends that are not based on historical facts constitute forward-looking information. Although the Company believes that these statements are based on reasonable assumptions and expectations, the Company cannot guarantee that such forward-looking statements will be realized. Forward-looking information is inherently associated with both known and unknown risks and uncertainties since it depends on future events and circumstances. Forward-looking information does not constitute a guarantee of future results or performance, and the outcome may differ materially from what is set out in the forward-looking information. Factors that could cause the Company's future results or performance to differ from what is expressed in the forward-looking statements include, but are not limited to, those described in the section "*Risk factors*". Forward-looking information in this Prospectus applies only to the date of the publication of the Prospectus. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or similar circumstances, other than as required by applicable law.

Industry and market information

This Prospectus contains market information and industry forecasts from third parties, including information regarding the size of the markets in which the Company operates. Although the Company considers that these sources are reliable and the information has been reproduced properly in the Prospectus, the Company has not independently verified the information, which is why its accuracy and completeness cannot be guaranteed. The Company has presented this information accurately and, as far as the Company's Board of Directors is aware and can ascertain from information that has been published by such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Some of the information and statements in the Prospectus relating to the industry in which the Company operates are not based on published statistics or information from independent third parties, but rather reflect the Company's best estimates based on information obtained from industry and business organizations and other contacts. Although the Company is of the view that its internal analyses are reliable, these have not been verified by any independent source.

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The Prospectus is valid for up to twelve months from the date of approval, provided that it is supplemented as required under article 23 in regulation (EU) 2017/1129 the Prospectus Regulation. After that period, Alligator Bioscience AB is not obligated to provide supplement to the Prospectus in the event of significant new factors, material mistakes or material inaccuracies.

THE RIGHTS ISSUE IN SUMMARY

Preferential rights
Each existing ordinary share in Alligator entitles to thirty-seven (37) unit rights and ten (10) unit rights entitle to subscription of one (1) unit consisting of ordinary shares, warrants series TO 12 and warrants series TO 13.

Subscription price
SEK 0.10 per unit.

Record date for participation in the Rights Issue
27 January 2025.

Subscription period
29 January – 12 February 2025.

Trading in unit rights
29 January – 7 February 2025.

Trading in BTU
29 January – 4 March 2025.

Subscription and payment with preferential rights
Subscription with unit rights will take place during the subscription period through simultaneous cash payment.

Subscription and payment without preferential rights
Subscription without preferential rights shall be made to Vator Securities no later than 12 February 2025 on a separate application form which can be obtained from Alligator's website, www.alligatorbioscience.se/en, and from www.vatorsecurities.se. Payment for allotted units shall be made in cash in accordance with the instructions on the notice of allotment. Custody account holders shall instead apply with, and according to instructions from, the custodian.

Other information

Trading venue ordinary shares:	Nasdaq Stockholm
Ticker:	ATORX
ISIN code ordinary share:	SE0000767188
ISIN code unit right:	SE0023847975
ISIN code BTU:	SE0023847983
ISIN code TO 12:	SE0023847934
ISIN code TO 13:	SE0023847942
LEI code:	549300E15VI0MB7LXV19

Financial calendar

Annual report 2024:	March 2025
Interim report Jan-Mar 2025:	24 April 2025
Annual general meeting 2025:	7 May 2025

SUMMARY

INTRODUCTION AND WARNINGS

The securities

The Prospectus has been prepared by reason of the invitation to subscribe for units in the Company consisting of ordinary shares (ISIN code SE0000767188), warrants series TO 12 (ISIN code SE0023847934) and warrants series TO 13 (ISIN code SE0023847942), as well as the admission to trading of shares, warrants series TO 12 and warrants series TO 13 on Nasdaq Stockholm (including any ordinary shares, warrants series TO 12 and warrants series TO 13 that may be issued as guarantee compensation to underwriters in the Rights Issue as well as the warrants series TO 12 and TO 13 issued to Fenja Capital II A/S within the framework of the Company's loan financing). The Company's ordinary shares are admitted to trading on Nasdaq Stockholm under the ticker ATORX.

Identity and contact details of the issuer

Legal name: Alligator Bioscience AB
Corporate registration number: 556597-8201
LEI code: 549300E15VI0MB7LXV19
Address: Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden
Telephone: + 46 (0)46 540 82 00
www.alligatorbioscience.se/en

Competent authority

The Swedish Financial Supervisory Authority (*Sw*. Finansinspektionen)
Address: P.O. Box 7821, SE-103 97, Stockholm, Sweden
Telephone: +46 (0)8 408 980 00
www.fi.se

Date of approval of the Prospectus

24 January 2025

Warnings

This summary should be read as an introduction to the Prospectus. Any decision to invest in the Securities should be based on a consideration of the Prospectus as a whole by the investor.

Investors can lose all or parts of their invested capital.

If a claim related to the information in this Prospectus is brought before a court of law, the investor who is plaintiff under national law may be obliged to pay the cost of translating the Prospectus before the legal proceedings commence.

Liability under civil law covers only those persons who have issued the summary, including the translations of it, but only if the summary is misleading, incorrect or inconsistent with the other parts of the Prospectus or if the summary, taken together with the other parts of the Prospectus, does not provide key information in order to aid investors when considering whether to invest in such securities.

KEY INFORMATION ON THE ISSUER

Who is the issuer of the securities?

The issuer's domicile, legal form and law
The Company is a Swedish public limited liability company established in Sweden with its registered office in the municipality of Lund, Sweden. The Company is regulated by, and its operations are conducted in accordance with, the Swedish Companies Act (2005:551). The Company's LEI code is 549300E15VI0MB7LXV19.

The issuer's principal business
Alligator is a research-based biotechnology company developing antibody-based pharmaceuticals for cancer treatment. The Company specializes in the development of tumor-directed immunotherapies, in particular agonistic mono- and bispecific antibodies. In immunotherapy, the patients' immune system is activated to cure cancer. The term tumor-directed means that the drug is administered or designed such that the pharmacological effect is localized to the tumor. This results in an advantageous efficacy and safety profile. The Company is developing the clinical drug candidate mitazalimab (previously ADC-1013), which is an agonistic, or stimulatory, antibody that targets CD40, a receptor on the dendritic cells of the immune system, which are the cells that detect enemies such as cancer cells. The study OPTIMIZE-1 is an open-label, multi-center trial assessing the clinical efficacy of mitazalimab in combination with chemotherapy (mFOLFIRINOX) in patients with first line metastatic pancreatic cancer.

Alligator was founded in 2001 and is based in Medicon Village in Lund, Sweden.

The issuer's major shareholders
The table below shows the shareholders who directly or indirectly have a shareholding in the Company that corresponds to five (5) per cent or more of the number of shares and votes, according to information from Euroclear Sweden AB as per 31 December 2024 and changes thereafter known to the Company.

Name	Number of ordinary shares*	Percentage of share capital**	Percentage of votes***
Koncentra Holding AB	249,948,629	32.87%	32.90%
Roxette Photo SA	64,899,291	8.53%	8.54%
Other shareholders	*444,860,154*	*58.50%*	*58.55%*
Total	**759,708,074**	**100%**	**100%**

* The Company has also issued series C shares, with one-tenth (1/10) vote each. All 779,169 series C share are held by the Company.

** The percentage of share capital is based on the total number of shares in the Company, including the above-mentioned series C shares.

*** The percentage of votes is based on the total number of votes in the Company.

To the Board of Directors' knowledge, there are no shareholders' agreements, other agreements or corresponding arrangements between the Company's shareholders intended to exercise joint control of the Company. Nor is the Company's Board of Directors aware of any agreements or equivalent that could lead to a change in the control over the Company. The Company is not directly or indirectly controlled by any individual party or several parties jointly.

Board of Directors, senior management, and auditor

The Company's Board of Directors comprises the chairman of the board Anders Ekblom, deputy chairman of the board Hans-Peter Ostler and board members Eva Sjökvist Saers, Staffan Encrantz and Denise Goode elected by the general meeting, as well as Karin Nordbladh (employee representative), elected by an employee organization.

The Company's senior management comprises Søren Bregenholt (CEO), Johan Giléus (Chief Financial Officer), Laura von Schantz (Chief Technology Officer) and Sumeet Ambarkhane (Chief Medical Officer).

At the annual general meeting 2024, Öhrlings PricewaterhouseCoopers AB was re-elected as the Company's auditor. Ola Bjärehäll is the responsible auditor. Ola Bjärehäll is an authorized public accountant and member of FAR, the institute for the accountancy profession in Sweden.

Key financial information regarding the issuer

The following audited financial information for the financial year 2023 has been derived from Alligator's annual report and consolidated financial statements for the financial year 2023, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as adopted by the EU and have been audited by the Company's auditor. The unaudited financial information below for the period January – December 2024 has been derived from the Group's year-end report for the financial year 2024, which has been prepared in accordance with IAS 34 Interim Financial Reporting and the Annual Accounts Act (1995:1554). The year-end report has not been audited by the Company's auditor.

The Group's consolidated income statement	**Audited**	**Unaudited**
TSEK	Jan-Dec 2023	Jan-Dec 2024
Total operating income	61,902	59,712
Operating profit/loss	-248,983	-229,141
Profit/loss before tax	-248,586	-233,890
Earnings per share, before dilution (SEK)	-0.55	-0.32

The Group's consolidated statement of financial position	**Audited**	**Unaudited**
TSEK	31 Dec 2023	31 Dec 2024
Total assets	118,450	104,338
Total equity	11,855	-130,588

The Group's consolidated statement of cash flows	**Audited**	**Unaudited**
TSEK	Jan-Dec 2023	Jan-Dec 2024
Cash flow from operating activities	-189,286	-212,426
Cash flow from investing activities	-2,459	-
Cash flow from financing activities	161,561	211,272

Remark from the Company's auditor

In the auditor's report regarding the annual report for the financial year 2023, the Company's auditor has left the following remark under the heading "Significant Uncertainty Related to the entity's ability to continue as Going Concern": "*We would like to draw attention to the section "Statement of financial position" on page 12 in the interim report where it is described that there is ongoing work related to the continued financing of the operations. The ongoing work means that the company does not, at the time of issuing our review report, have secured funding. This condition indicates that there is a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.*"

Key risks that are specific to the issuer

Risks related to preclinical and clinical development of drug candidates

There is a risk that the Company, its partners or other third parties may not successfully complete necessary preclinical or clinical studies, or that ongoing and future preclinical and clinical studies will not demonstrate sufficient safety and/or efficiency, which may lead to the commercialization of the Company's drug candidates being delayed or, in worst case, prevented. Alligator may also have to cancel its studies or may have to carry out more extensive studies than planned, which may delay the development process and lead to increased costs, delayed commercialization and ultimately reduced cash flow or no cash flow at all.

Risks related to project portfolio in development stage
Alligator has invested significant amounts in the development of its drug candidates and additional significant amounts will need to be invested for the ongoing and future development of the Company's drug candidates. Considering the Company's relatively limited project portfolio, it could lead to a severe negative impact on Alligator's operations and possibilities to generate revenue in the future if the Company's drug candidates would be subject to setbacks. How, if and to what extent the Company's remaining drug candidates may be commercialized is highly uncertain and the risk level when developing drugs is generally high. Furthermore, it is difficult to estimate the level of resources that will be needed to potentially reach a commercialization of the Company's other drug candidates.

Risks related to future revenue and sales/licensing of drug candidates
In the short to medium term, potential revenues are expected to consist mainly of milestone payments and other license revenues related to development projects in clinical phase. In the long term, potential revenues may also include sales revenues or royalties after any commercialization of one or more of the Company's drug candidates. In collaborations, there is a risk that the pre-agreed targets are not achieved sufficiently or that a partner is unable to make milestone payments or other agreed compensation, or that a partner chooses to terminate the collaboration before the Company has obtained full compensation from the collaboration. Prevented compensation and other revenues as well as terminated collaborations may lead to delayed commercial success and adversely affect the Company's result and in the long term the Company's financial position. Finally, there is a risk that the Company does not succeed in attracting buyers or licensees of the Company's drug candidates, which may lead to future revenues for this reason being delayed or, in whole or in part, prevented.

Risks related to recruitment of patients
Alligator and its partners are dependent on the recruitment of new patients who are willing to participate in the Company's clinical studies. In the event the recruitment of patients to the Company's clinical studies cannot take place to the extent required or if patient recruitment becomes more time consuming than the Company has planned, this may lead to delays in the Company's clinical studies. Such delays of the Company's studies may in turn result in the Company's development work becoming more costly than planned, and that expected sales revenues are delayed and postponed to the future, which could have a negative impact on the Company's operations and future prospects.

Risks related to competition
There is a risk that the Company's competitors succeed in commercializing their products earlier than Alligator and its partners, or that competitors develop products that are more efficient, have a better side effect profile or are more affordable than Alligator's drug candidates. This may result in Alligator's competitors establishing a strong market position, including before the Company can enter the market, and may limit Alligator's opportunities to commercialize its drug candidates and thereby generate revenues in the future.

Risks related to patents and intellectual property rights
Alligator has an extensive patent portfolio attributable to both Alligator's technology platforms as well as drug candidates. There is a risk that granted patents will not provide a sufficient commercial protection, that the Company is forced to defend its patent rights against a competitor, or has a patent declared invalid, which may lead to extensive costs for the Company. Furthermore, there is a risk that the Company's ongoing patent applications will not be granted or that the Company will not succeed in registering and completing all necessary patent applications at a reasonable cost, and that other market operators have applied for patents regarding drug candidates included by the Company's patent applications, without the Company's knowledge. This could impede or prevent continued development and successful commercialization of the Company's drug candidates, and the Company's possibilities to generate license and sales revenues in the future.

Risks related to future capital needs
There is a risk that the Company's research and development projects will become more cost and time consuming than planned, and that positive cash flow is generated later than expected. There is furthermore a risk that the Company will not be able to raise capital when needed, or that capital cannot be raised on conditions favorable to the Company, which may affect the Company's operations and financial position adversely.

KEY INFORMATION ON THE SECURITIES

The main features of the securities

Type, class and ISIN of the securities
The Rights Issue refers to an issue of a maximum of 2,810,919,873 units, consisting of ordinary shares, warrants series TO 12 and warrants series TO 13. Shares in the Company can be issued in two share classes, ordinary shares and series C shares. The Company's ordinary shares have ISIN code SE0000767188 and are admitted to trading on Nasdaq Stockholm under the ticker ATORX.

Currency, nominal value, and number of securities
The shares are denominated in Swedish kronor (SEK). The Company's share capital amounts to SEK 608,389.7944 divided into 759,708,074 ordinary shares and 779,169 series C shares, in total 760,487,243 shares, each share with a quota value of SEK 0.0008. All shares are fully paid up. Through the Rights Issue, a total of 28,109,198,730 ordinary shares, a total of 28,109,198,730 warrants series TO 12 and a total of 14,054,599,365 warrants series TO 13 may be issued.

The warrants series TO 12 have ticker ATORX TO 12 and ISIN code SE0023847934. One (1) warrant series TO 12 entitles to subscription of one (1) new ordinary share in the Company at a subscription price corresponding to seventy (70) per cent of the volume-weighted average price of the Company's ordinary share on Nasdaq Stockholm during the period from and including 11 April 2025 up to and including 28 April 2025, however not lower than the higher of (i) the quota value of the share and (ii) SEK 0.01, and not higher than 125 per cent of the subscription price per ordinary share in the Rights Issue. Subscription of ordinary shares by exercise of warrants series TO 12 shall be made during the period from and including 5 May 2025 up to and including 19 May 2025.

The warrants series TO 13 have ticker ATORX TO 13 and ISIN code SE0023847942. One (1) warrant series TO 13 entitles to subscription of one (1) new ordinary share in the Company at a subscription price corresponding to seventy (70) per cent of the volume-weighted average price of the Company's ordinary share on Nasdaq Stockholm during the period from and including 14 August 2025 up to and including 27 August 2025, however not lower than the higher of (i) the quota value of the share and (ii) SEK 0.01, and not higher than 125 per cent of the subscription price per ordinary share in the Rights Issue. Subscription of ordinary shares by exercise of warrants series TO 13 shall be made during the period from and including 1 September 2025 up to and including 15 September 2025.

The shares and warrants in the Rights Issue are issued in accordance with Swedish law and the currency for the Rights Issue is SEK.

Rights attached to the securities
Each ordinary share entitles to one (1) vote and each series C share entitles to one-tenth (1/10) of a vote at general meetings in the Company. At the general meeting, each person entitled to vote may vote for the full number of shares owned and represented without limitation to the voting rights.

Each ordinary share entitles equal rights to share in the Company's profits and to any surplus in the event of liquidation. Series C shares do not entitle a right to dividend, but in the event of the Company's dissolution, series C shares entitle equal share in the Company's assets as other shares, however, not corresponding to a higher amount than the share's quota value. The right to dividends rests with a person who, on the specified record date, is entered in the share register and recorded in the Swedish Central Securities Depository (*Sw*. avstämningsregister).

If the Company resolves to issue new ordinary shares and series C shares, where payment is not to be made in kind, owners of ordinary shares and series C shares shall have a preferential right to subscribe for new shares of the same share class in relation to the number of shares they already own (primary preferential right). Shares that are not subscribed for with primary preferential rights shall be offered for subscription to all shareholders (subsidiary preferential right). If thus offered shares are not sufficient for the subscription subscribed with subsidiary preferential rights, the shares shall be distributed among the subscribers in relation to the shares they already own, and if this cannot be done, by drawing of lots. If the Company decides to only issue ordinary shares or only series C shares, where payment is not to be made in kind, all shareholders shall, regardless of whether their shares are ordinary shares or series C shares, have a preferential right to subscribe for new shares in relation to the number of shares they already own.

What is stated above, regarding shareholders' preferential rights, shall also apply to issues of warrants and convertibles. However, there are no provisions in the Company's articles of association that limit the possibility to, in accordance with the provisions in the Swedish Companies Act, issue new shares, warrants or convertibles with deviation from the shareholders' preferential rights.

Transferability of the securities
There are no restrictions of the right to freely transfer shares in the Company.

Dividend policy
Alligator has not paid any dividend and will continue to focus on developing and expanding its project portfolio. Available financial resources and the reported profits will therefore be reinvested in the business to finance Alligator's long-term strategy. The Board of Directors' intention is therefore not to propose any dividend to the shareholders until the Company generates sustainable long-term profitability. Any future dividends, and the amount of these, will therefore be decided in the light of Alligator's long-term growth, financial performance and capital needs taking account of the goals and strategies in place at any given time. Where a dividend is proposed, it will take proper account of the business objectives, scope and risk

Where will the securities be traded?

The Company's ordinary shares are traded on Nasdaq Stockholm since 2016. The ordinary shares and warrants issued in connection with the Rights Issue will thus be subject to application for admission to trading on Nasdaq Stockholm after the Rights Issue.

What are the key risks that are specific to the securities?

Subscription undertakings and guarantee commitments are not secured
In connection with the Rights Issue, the Company has received subscription undertakings and entered into agreements on guarantee commitments. The received subscription undertakings and guarantee commitments are not secured by advance transaction, bank guarantee, blocked funds, pledge, or similar arrangement. There is thus a risk, if all or part of these commitments are not fulfilled, that the Offering is not subscribed for as planned, which would lead to the Company being provided with less capital than calculated to finance its business.

Future issues of new shares and dilution
There is a risk that any future new issues of shares may lead to a dilution of current shareholders' shareholding in the Company, and depending on the conditions for such issues of new shares, may have a negative impact on the market price of Alligator's shares.

Share price development, volatility and limited liquidity in the share
The price at which the Company's share has been traded has historically been volatile and the share has from time to time been subject to limited trading with a low daily turnover. The Company cannot predict to which extent investor interest will lead to the development and maintenance of an active and liquid trading of the Company's shares going forward. The liquidity of the Company's share may be affected by a number of different factors, such as the development of the Company's drug candidates and quarterly variations as well as general economic and macroeconomic conditions, industry factors, the economic activity as well as additional external conditions that are not related to the Company's operations. As an example, external factors such as the Covid-19 pandemic, the war in Ukraine as well as increased inflationary pressures and earlier interest rate increases have led to higher volatility in the world's stock markets and also created relatively large fluctuations in the share price of the Company's share during the period preceding the publication of the Prospectus. A continued volatile stock market may have a negative impact on investors' willingness and ability to invest in the Company's shares, which may negatively affect the share price of the Company but also cause the subscription rate in the Rights Issue to be lower than otherwise had been the case.

KEY INFORMATION ON THE RIGHTS ISSUE

Under which conditions and timetable can I invest in this security?

General
Alligator's Board of Directors resolved on 2 December 2024, subject to the subsequent approval of the general meeting, to carry out an issue of units with preferential rights for the Company's shareholders. At the extraordinary general meeting in the Company held on 13 January 2025, it was resolved to approve the Board of Directors' proposal. The Rights Issue comprises a maximum of 2,810,919,873 units, consisting of ordinary shares, warrants series TO 12 and warrants series TO 13.

Unit rights
The shareholders of the Company have preferential rights to subscribe for units in the Rights Issue in relation to the number of ordinary shares they own on the record date on 27 January 2025. Each existing ordinary share entitles to thirty-seven (37) unit rights. Ten (10) unit rights entitle to subscription of one (1) unit in Alligator. Each unit consists of ten (10) ordinary shares, ten (10) warrants series TO 12 and five (5) warrants series TO 13. In addition to this, investors are offered the possibility to register for subscription of units without unit rights. Subscription may only be made of entire units, which means that shares and warrants cannot be subscribed for separately.

Subscription price
The subscription price has been set to SEK 0.10 per unit, which corresponds to a subscription price of SEK 0.01 per ordinary share. The warrants are issued free of charge. Brokerage is not paid.

Subscription period
Application for subscription of units through exercise of unit rights shall be made during the period from and including 29 January 2025 up to and including 12 February 2025 or such later date determined by the Board of Directors. Application for subscription of units without exercise of unit rights shall be made during the same period. The Company does not impose any costs on investors in connection with the Rights Issue.

Trading in unit rights
Trading in unit rights takes place on Nasdaq Stockholm during the period from and including 29 January 2025 up to and including 7 February 2025.

Trading in BTU
Trading in BTU will take place on Nasdaq Stockholm from and including 29 January 2025 up to and including 4 March 2025.

Warrants
The warrants that are issued in the Rights Issue are issued free of charge and are intended to be admitted to trading on Nasdaq Stockholm.

One (1) warrant series TO 12 entitles the holder the right to subscribe for one (1) new ordinary share in the Company at a subscription price corresponding to seventy (70) per cent of the volume-weighted average price of the Company's ordinary share on Nasdaq Stockholm during the period from and including 11 April 2025 up to and including 28 April 2025, however not lower than the higher of (i) the quota value of the share and (ii) SEK 0.01, and not higher than 125 per cent of the subscription price per ordinary share in the Rights Issue. Subscription of ordinary shares by exercise of warrants series TO 12 shall be made during the period from and including 5 May 2025 up to and including 19 May 2025.

One (1) warrant series TO 13 entitles the holder the right to subscribe for one (1) new ordinary share in the Company at a subscription price corresponding to seventy (70) per cent of the volume-weighted average price of the Company's ordinary share on Nasdaq Stockholm during the period from and including 14 August 2025 up to and including 27 August 2025, however not lower than the higher of (i) the quota value of the share and (ii) SEK 0.01, and not higher than 125 per cent of the subscription price per ordinary share in the Rights Issue. Subscription of ordinary shares by exercise of warrants series TO 13 shall be made during the period from and including 1 September 2025 up to and including 15 September 2025.

Allotment principles
If not all units are subscribed for by exercise of unit rights, allotment of the remaining units shall be made within the highest amount of the Rights Issue: firstly, to those who have subscribed for units by exercise of unit rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of unit rights that each and every one of those, who have applied for subscription of units without exercise of unit rights, have exercised for subscription of units; secondly, to those who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of units the subscriber in total has applied for; and thirdly, to those who have provided guarantee commitments with regard to subscription of units, in proportion to such guarantee commitments. To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

Dilution as a result of the Rights Issue
Upon full subscription in the Rights Issue, the share capital will increase by a maximum of SEK 22,487,358.9840 to SEK 23,095,748.7784 through the issuance of a maximum of 28,109,198,730 new ordinary shares, resulting in that the total number of outstanding shares in the Company will increase from 760,487,243 to 28,869,685,973, whereof 28,868,906,804 are ordinary shares and 779,169 are series C shares. Shareholders who choose not to participate in the Rights Issue will, provided that the Rights Issue is fully subscribed, have their ownership of ordinary shares diluted by approximately 97.4 per cent, but are able to financially compensate for this dilution by selling their unit rights. Upon full subscription in the Rights Issue and provided that all warrants series TO 12 and TO 13 that are issued in connection with the Rights Issue are exercised in full,

the share capital will increase additionally by a maximum of SEK 33,731,038.4760 to SEK 56,826,787.2544 through the issuance of a maximum of 42,163,798,095 new ordinary shares, resulting in that the total number of shares in the Company will increase further from 28,869,685,973 to 71,033,484,068, whereof 71,032,704,899 are ordinary shares and 779,169 are series C shares, which corresponds to an additional dilution of ordinary shares of approximately 59.4 per cent. The total dilution, upon full subscription in the Rights Issue and full exercise of all warrants series TO 12 and TO 13, thus amount to a maximum of approximately 98.9 per cent of the total number of ordinary shares in the Company after the Rights Issue. If all guarantors choose to receive compensation in the form of units and subsequently exercise all warrants received through compensation units, the compensation entails a dilution for existing shareholders corresponding to approximately 13.1 per cent, based on the number of ordinary shares in the Company upon full subscription in the Rights Issue.

The Company has, within the framework of its loan financing with Fenja Capital II A/S ("**Fenja Capital**"), undertaken to issue warrants series TO 12 and TO 13 free of charge to Fenja Capital (with the same terms and conditions as the warrants issued in the Rights Issue) in the event part of the loan from Fenja Capital is still outstanding following the completion of the Rights Issue. A total of 4,500,000,000 warrants series TO 12 and 2,250,000,000 warrants series TO 13 may be issued to Fenja Capital. In the event all warrants series TO 12 and TO 13 that may be issued to Fenja Capital are exercised for subscription of ordinary shares, a total of 6,750,000,000 new ordinary shares will be issued, which entails a dilution of approximately 19.0 per cent, based on the number of ordinary shares in the Company upon full subscription in the Rights Issue.

Costs relating to the Offering
The costs relating to the Rights Issue are, upon full subscription, estimated to amount to approximately SEK 33 million and consist mainly of costs for guarantee commitments as well as remuneration to financial and legal advisers in relation to the Rights Issue and costs related to marketing material and other presentations.

Costs imposed on investors
No costs are imposed on investors participating in the Offering. When trading in unit rights and BTU, however, brokerage is normally paid in accordance with applicable terms for securities trading.

Why is this Prospectus being produced?

Proceeds and costs relating to the Rights Issue
Upon full subscription in the Rights Issue, the Company will initially be provided approximately SEK 281 million before deduction of costs related to the Rights Issue, which upon full subscription are estimated to amount to approximately SEK 33 million.

Reasons for the Offering and use of the proceeds
Alligator has during 2024 announced data which confirm the benefit of mitazalimab in combination with mFOLFIRINOX. The Company expects to announce 24-month data during Q1 2025 together with the conclusion from a number of planned interactions with the US FDA. Hereto, on 2 December 2024, the Company announced a sharpened focus on mitazalimab and the implementation of a cost reduction program to maximize long-term value creation. Going forward, Alligator will focus on late-stage development with an adequate workforce of approximately 15 FTEs. Furthermore, Alligator will continue to be able to conduct limited research activities, primarily related to mitazalimab, through internal and external resources.

In June 2024, Alligator entered into a financing agreement with Fenja Capital under which Fenja Capital provided loans with a total nominal amount of SEK 68 million and also subscribed for convertibles with a total nominal amount of SEK 12 million, with the purpose of providing Alligator with financial and strategic flexibility. In connection with the Rights Issue, Alligator has renegotiated the outstanding financing from Fenja Capital and agreed on repayment of the entire outstanding nominal amount under the convertibles as well as partial repayment of the outstanding nominal amount under the loans.

Given the capital needs that the Company's future development and commercialization plans give rise to, the Company assesses that its existing working capital is not sufficient to cover the Company's capital needs for the upcoming twelve months. To ensure continued successful progress in accordance with the Company's revised business plan and strategy, the Company has therefore decided to carry out the Rights Issue.

Upon full subscription in the Rights Issue, the Company will initially receive approximately SEK 281 million before issue costs. The costs related to the Rights Issue are estimated at full subscription, to amount to a maximum of approximately SEK 33 million, of which approximately SEK 15 million is attributable to guarantee compensation (provided that all guarantors choose to receive the compensation in cash). The expected net proceeds from the Rights Issue are thus estimated to amount to approximately SEK 248 million. The expected net proceeds from the Rights Issue are intended to be used with approximately SEK 57 million (approximately 23 per cent) for repayment of bridge loans, including accrued interest, whereafter the remaining amount is intended to be used for the following purposes, in order of priority and with an approximate proportion indicated in brackets:

1. Repayment of outstanding convertibles, including accrued interest, corresponding to approximately SEK 13 million to Fenja Capital through set-off and/or cash payment (approximately 5 per cent).
2. Repayment of part of outstanding loan, including accrued interest, corresponding to a maximum of approximately SEK 28 million to Fenja Capital through set-off and/or cash payment (a maximum of approximately 11 per cent).[1]
3. Support of the development of mitazalimab towards Phase 3 and work with securing a partnership for mitazalimab, including preparational commercialization activities (approximately 27 per cent).
4. General corporate purposes and restructuring costs (approximately 16 per cent).
5. Repayment of remaining part of outstanding loan corresponding to a maximum of approximately SEK 45 million to Fenja Capital through set-off and/or cash payment (a maximum of approximately 18 per cent).[2]

[1] The amount refers to the mandatory repayment that the Company has agreed with Fenja Capital to repay in connection with the Rights Issue. In addition, the Company will pay a higher amount of the outstanding loan in the event the subscription in the Rights Issue exceeds the guaranteed level of SEK 140 million.
[2] The amount is dependent on the subscription rate in the Rights Issue. In the event the subscription in the Rights Issue exceeds the guaranteed level of SEK 140 million, the Company shall use an amount corresponding to 47 per cent of the part of the proceeds exceeding SEK 140 million to repay the remaining part of the outstanding loan from Fenja Capital.

If the Rights Issue is fully subscribed and all warrants series TO 12 issued in the Offering are exercised for subscription of ordinary shares during May 2025, based on a subscription price of no less than SEK 0.01 and no more than SEK 0.0125, the Company will receive additional proceeds of approximately SEK 281 – 351 million, before deduction of issue costs, which are estimated to amount to approximately SEK 5 – 6 million. The additional net proceeds are intended to be used to support the development of mitazalimab towards Phase 3 and work with securing a partnership for mitazalimab, including preparational commercialization activities. In the event part of the loan from Fenja Capital is still outstanding following the completion of the Rights Issue, 50 per cent of the part of the proceeds from the exercise of the warrants series TO 12 exceeding SEK 10 million will be used to repay the loan.

If the Rights Issue is fully subscribed and all warrants series TO 13 issued in the Offering are exercised for subscription of ordinary shares during September 2025, based on a subscription price of no less than SEK 0.01 and no more than SEK 0.0125, the Company will receive additional proceeds of approximately SEK 141 – 176 million, before deduction of issue costs, which are estimated to amount to approximately SEK 2 – 3 million. The additional net proceeds are intended to be used to support the development of mitazalimab towards Phase 3 and work with securing a partnership for mitazalimab, including preparational commercialization activities. In the event part of the loan from Fenja Capital is still outstanding following the completion of the Rights Issue and the exercise of the warrants series TO 12 in accordance with above, 50 per cent of the proceeds from the exercise of the warrants series TO 13 will be used to repay the loan.

If the Rights Issue, despite issued subscription undertakings and guarantee commitments, is not sufficiently subscribed for, the Company may have difficulties conducting its business and executing planned developments at the planned rate. In addition, the Company may want to accelerate its operations and planned development plans. Should these situations occur, the Company intends to investigate alternative financing opportunities, such as additional raising of capital, grants, financing through loans or similar. Upon an unsatisfactory subscription in the Rights Issue and until additional capital can be raised, the Company might also choose to operate the business at a slower pace than planned.

Subscription undertakings and guarantee commitments
In connection with the Offering, Alligator has received subscription undertakings from a number of existing shareholders, including Roxette Photo SA as well as the Company's chairman of the board, Anders Ekblom, and CEO, Søren Bregenholt, amounting in total to approximately SEK 16 million, corresponding to approximately 6 per cent of the Rights Issue. No compensation will be paid for subscription undertakings. The Company has also entered into agreements with a number of external investors on guarantee commitments of a total of approximately SEK 124 million, corresponding to approximately 44 per cent of the Rights Issue. In total, the Offering is thus covered by subscription undertakings and guarantee commitments of up to approximately SEK 140 million, corresponding to approximately 50 per cent of the Rights Issue. Received subscription undertakings and guarantee commitments are not secured by advance transaction, bank guarantee, blocked funds, pledge or similar arrangement, and there is thus a risk that the Offering is not subscribed for as planned, which would lead to the Company being provided with less capital than calculated to finance its business.

Material interests and conflicts of interest
Vator Securities is the Sole Global Coordinator and the bookrunner in connection with the Offering and Van Lanschot Kempen is the financial adviser to the Company in connection with the Offering. Vator Securities is issuing agent in connection with the Offering. Vator Securities and Van Lanschot Kempen receive a pre-agreed compensation for services provided in connection with the Offering. Vator Securities, Van Lanschot Kempen and their respective affiliates have engaged, and may engage in commercial banking, investment banking and financial advisory and ancillary activities in the ordinary course of their business with Alligator or any parties related to or competing with it, for which they have received, and may receive, compensation. In addition, Vator Securities, Van Lanschot Kempen and/or their respective affiliates may in the ordinary course of their business hold the Company's securities for investment purposes for their own account and for the accounts of their customers. As a result, these parties may have interests that may not be aligned, or could possibly conflict with the interests of investors or of the Company or the Group.

Setterwalls Advokatbyrå AB is legal adviser to the Company in connection with the Offering. Setterwalls Advokatbyrå AB receives compensation for services provided on an ongoing basis.

Alligator has received subscription undertakings from a number of existing shareholders and has entered into agreements on guarantee commitments with a number of external investors. In total, subscription undertakings and guarantee commitments amount to approximately SEK 140 million, corresponding to approximately 50 per cent of the Offering.

In addition to the abovementioned parties' interest in the Offering being successful, there are no financial or other interests or conflicts of interest between the parties who have financial or other interests in the Offering according to the above.

RISK FACTORS

An investment in securities is associated with risk. This section describes the risk factors and important circumstances which are considered material for Alligator's business and future development. In accordance with the Prospectus Regulation, the risk factors disclosed in this section are limited to such risks that are deemed to be specific for Alligator and/or the shares and that are deemed to be of material importance for an investor to be able to make an informed investment decision. Alligator has assessed the importance of the risks based on the likelihood that the risks will materialize and the expected extent of their adverse effects on the Company's business, results and/or financial position should they materialize, and where quantification has not been possible, the risks have been graded on a qualitative scale with the designations low, medium and high. The risk factors are presented in a limited number of categories which include risks related to Alligator's business and industry, legal and regulatory risks, financial risks and risks related to the shares and the Rights Issue. The risk factors that as per the date of the Prospectus are considered most material are presented first in each category, while the subsequent risk factors are presented without any particular ranking. The description below is based on the Company's assessment and information that is available as per the date of the Prospectus.

The Prospectus contains forward-looking statements that may be affected by future events, risks and uncertainties. The Company's actual results may differ materially from the results expected in the forward-looking statements due to a number of factors that are described below and elsewhere in the Prospectus.

RISKS RELATED TO THE COMPANY'S BUSINESS

RISKS RELATED TO PRECLINICAL AND CLINICAL DEVELOPMENT OF DRUG CANDIDATES

As per the date of the Prospectus, Alligator has one drug candidate which is in late clinical phase and three drug candidates which are subject to development in cooperation with partners. All drug candidates must undergo extensive preclinical and clinical studies in order to demonstrate the drug candidate's safety and efficiency in humans before they can receive regulatory approval to be launched on the market as finished products. There is a risk that the Company, its partners or other third parties may not successfully complete necessary preclinical or clinical studies, which may lead to the commercialization of the Company's drug candidates being delayed or, in worst case, prevented. Results from early preclinical studies may not be consistent with the results in more extensive preclinical studies, and results from later preclinical studies may not be consistent with the results obtained in subsequent clinical studies, which leads to a risk that ongoing and future preclinical and clinical studies regarding the Company's drug candidates will not demonstrate sufficient safety and/or efficiency for the Company's drug candidates to be launched on the market, which may lead to future proceeds being delayed or, in whole or in part, prevented. Furthermore, preclinical and clinical studies are expensive and related to uncertainties and risks regarding timetables, delays and results in the studies. There is therefore a risk that Alligator may have to cancel its studies or may have to carry out more extensive studies than the Board of Directors of the Company considers necessary as of today, which may delay the development process and lead to, inter alia, increased costs, delayed commercialization and ultimately reduced cash flow or no cash flow at all.

Alligator assesses the probability that the risks will materialize, in whole or in part, as high, and that the risks, if they materialize, would have a high impact on the Company.

RISKS RELATED TO PROJECT PORTFOLIO IN DEVELOPMENT STAGE

Alligator's drug candidate mitazalimab is currently in clinical Phase 2, and for the drug candidate ALG. APV-527, which is developed together with Aptevo Therapeutics Inc., the Company has completed the enrolment in a multi-center Phase 1 trial in the United States. Furthermore, Alligator has the dormant preclinical program ATOR-4066. Alligator has not yet launched any of its drug candidates on the market, neither by itself nor through partners, and has therefore not yet conducted any

sales or generated any sales revenue from sales of commercialized drug candidates, which makes it difficult to evaluate the Company's sales potential. Alligator has invested significant amounts in the development of its drug candidates and additional significant amounts will need to be invested for the ongoing and future development of the Company's drug candidates. Furthermore, Alligator has for example entered into a license agreement with the Chinese company Biotheus Inc. regarding antibodies from ALLIGATOR-GOLD®, and, through its subsidiary Atlas Therapeutics AB, entered into an agreement with the South Korean company AbClon Inc. for out-licensing of the project HLX22/AC101 to the Chinese company Shanghai Henlius Biotech Inc., which is responsible for financing and conducting the clinical development of HLX22/AC101 which is in clinical Phase 3. Alligator is entitled to 35 per cent of the revenues that AbClon Inc. receives from the out-licensing to Shanghai Henlius Biotech Inc.

In early December 2024, Alligator announced a planned cost reduction program to sharpen the focus on the drug candidate mitazalimab. The Company's other drug candidates and development projects will continuously be evaluated strategically. Considering the Company's relatively limited project portfolio, it could lead to a severe negative impact on Alligator's operations and possibilities to generate revenue in the future if the drug candidate mitazalimab or any of the Company's other drug candidates would be subject to setbacks. How, if and to what extent the Company's remaining drug candidates may be commercialized is highly uncertain and the risk level when developing drugs is generally high. Furthermore, it is difficult to estimate the level of resources that will be needed to potentially reach a commercialization of the Company's drug candidates. The narrow focus of the Company's project portfolio, that is, the focus on tumor-directed immunotherapies, also exposes Alligator to the risk that the value and potential in the Company's project portfolio is reduced or depleted, for example if this research field in general would be subject to setbacks or if any of the Company's competitors in a more successful way manages to develop and commercialize products with similar properties as the Company's products. Furthermore, there is a risk that one or more of the drug candidates in Alligator's project portfolio, for a number of different reasons of which several are described above, may not be completed and may not become commercially viable for the Company. Lack of commercial success for one or more of the Company's drug candidates may adversely affect the Company's ability to, in whole or in part, generate sales revenue in the future.

Alligator assesses the probability that the risks will materialize, in whole or in part, as high, and that the risks, if they materialize, would have a medium impact on the Company.

RISKS RELATED TO FUTURE REVENUE AND SALES/LICENSING OF DRUG CANDIDATES

According to the Company's current business strategy, part of the Company's future revenue is expected to consist of so-called milestone payments, that is, interim and option payments from partners within the framework of a project/program, provided that a specified pre-agreed target related to the Company's development projects has been achieved, as well as other license revenues from licensing and royalties from sales in case of a potential commercialization of drug candidates. In the short to medium term, potential revenues are expected to consist mainly of milestone payments and other license revenues related to development projects in clinical phase. In the long term, potential revenues may also include sales revenues or royalties after any commercialization of one or more of the Company's drug candidates. In collaborations, there is a risk that the pre-agreed targets are not achieved sufficiently or that a partner is unable to make milestone payments or other agreed compensation, despite the agreed targets or conditions being achieved by the Company, or that a partner chooses to terminate the collaboration before the Company has obtained full compensation from the collaboration. As an example of this, Janssen Biotech, Inc. chose to terminate its ongoing collaboration with the Company in July 2019, pursuant to which Janssen Biotech, Inc. had agreed to finance and conduct the continued clinical development of the drug candidate mitazalimab. According to the agreement, Alligator was entitled to an initial payment, development and sales related interim target compensation and sales-based royalties. As another example, in November 2024, the Company's partner Orion Corporation acquired all future financial commitments against

Alligator related to two bispecific antibodies resulting from the discovery collaboration between the companies. Alligator will therefore not receive additional milestone payments or sales royalties under the research collaboration. According to the previous agreement, Alligator was entitled to milestone payments amounting to EUR 313 million, based on development, approval and sales, in additional to sales royalties. Future sales revenues or royalties from future sales of a commercialized drug candidate may turn out to be lower than expected or prevented if a completed drug does not obtain market acceptance or otherwise achieves no commercial success. Prevented compensation and other revenues as well as terminated collaborations may lead to delayed commercial success and adversely affect the Company's result and in the long term the Company's financial position.

The Company's current business strategy also includes a potential sale or licensing of the Company's drug candidates and clinical development projects. There is a risk that the Company does not succeed in attracting buyers or licensees of the Company's drug candidates, which may lead to future revenues for this reason being delayed or, in whole or in part, prevented.

Alligator assesses the probability that the risks will materialize, in whole or in part, for all projects as medium, and that the risks, if they materialize, would have a high impact on the Company.

RISKS RELATED TO PARTNERS AND SUPPLIERS

Due to the anticipated size and cost of Phase 3 studies, it is as per the date of the Prospectus not likely that the Company will develop its drug candidates beyond Phase 2 studies on its own. Alligator is thus dependent on current and future licensing, collaboration, supplier, and other agreements with experienced partners for the development and successful commercialization of the Company's existing and future drug candidates. Alligator has, among other things, entered into a cooperation agreement with the American biotechnology company Aptevo Therapeutics Inc. regarding co-development of ALG.APV-527. Furthermore, Alligator has entered into a license agreement with the Chinese company Biotheus Inc. and has, through its subsidiary Atlas Therapeutics AB, an agreement with AbClon Inc. on out-licensing of HLX22/AC101 to the Chinese company Shanghai Henlius Biotech Inc. The Company has also initiated a collaboration with the US based contract manufacturer ThermoFisher with which the Company has completed the development of a process suitable for Phase 3 clinical development of mitazalimab and commercial supply. In addition to the cooperation and license agreements described above, the Company is, and will most likely continue to be, dependent on collaborations with different suppliers and manufacturers for the production of the Company's clinical materials. There is a risk that current, or future, suppliers, manufacturers, licensees, or partners choose to terminate the cooperation agreements with the Company or may be unable to continue the collaboration on terms favorable to the Company. Nor can it be guaranteed that the Company's suppliers, manufacturers, or partners will fully meet the quality requirements set by the Company or relevant authorities. There is furthermore a risk that the Company will not succeed in entering into collaborations at all or will not succeed in entering into collaborations on terms favorable to the Company when needed. In the event any of the above risks materialize, Alligator assesses that it would have a negative impact on the Company's business in terms of delayed commercialization, lead to additional costs for the Company and potentially also lead to reduced or prevented revenues.

Alligator assesses the probability that the risks will materialize, in whole or in part, as medium, and that the risks, if they materialize, would have a medium impact on the Company.

RISKS RELATED TO RECRUITMENT OF PATIENTS

Alligator and its partners are dependent on the recruitment of patients who are willing to participate in the Company's clinical studies. The scope of the patient recruitment and the number of available patients have a significant impact on the timetable of the clinical studies. In the event the recruitment of patients to the Company's clinical studies cannot take place to the extent required or if patient recruitment becomes more time consuming than the Company has planned, this may lead to delays in the Company's clinical studies. As an example, the Covid-19 pandemic initially meant that the

Company needed to make a temporary halt in the recruitment of new patients to the Company's clinical studies, which limited the Company's clinical operations for a period of time. Delays and interruptions of the Company's studies may in turn result in the Company's development work becoming more costly than the Company has planned, and that expected sales revenues are delayed and postponed to the future, which could have a negative impact on the Company's operations and future prospects.

Alligator assesses the probability that the risks will materialize, in whole or in part, as medium, and that the risks, if they materialize, would have a medium impact on the Company.

RISKS RELATED TO COMPENSATION AND PAYMENT SYSTEMS AND SUBSIDIES

A significant part of Alligator's potential future revenues is likely to be affected by compensation and payment systems for healthcare and drugs on different markets and Alligator will be dependent on that the Company's and its partners' products are eligible for subsidies from, for example, public insurance schemes, public care providers or private health insurers. There is a risk that Alligator's products do not qualify for subsidies from publicly or privately funded health care programs or that compensation will be lower than the Company expected, which could affect Alligator's and its partners' sales and profitability. Changes in compensation and subsidy schemes, or applicable regulations, are difficult to predict and may affect the demand for the Company's products, potential sales, and marketing of the Company's products as well as the Company's ability to conduct its business in a profitable way. In several countries, there are various measures to curb rising drug costs, which may affect Alligator's and its partners' future sales opportunities in various markets. Reduced or defaulted compensations or subsidies to Alligator or its end users may make it difficult for the Company and its partners to sell the Company's drugs while maintaining a margin and would thus impair Alligator's earnings capacity and its opportunities to compete efficiently, which could have a material negative impact on Alligator's business, financial position, and results.

Alligator assesses the probability that the risks will materialize, in whole or in part, as low, and that the risks, if they materialize, would have a medium impact on the Company.

RISKS RELATED TO MARKET ACCEPTANCE

To date, none of the Company's drug candidates have been commercialized. Even if the Company's drug candidates are approved by the appropriate authorities for marketing and sales, there is a risk that physicians may not prescribe them, which would prevent the Company from generating sales revenues and becoming profitable. Market acceptance of the Company's and its partners' future potential drug candidates will depend on a number of factors, including the clinical indications for which the product is approved, acceptance by physicians, patients and healthcare payers, experienced advantages over competing treatments, and the extent to which the product has been approved for inclusion on formularies of hospitals and managed care organizations as well as availability of adequate compensation systems and price subsidies. Lack of market acceptance of the Company's drug candidates may lead to the Company's future revenues being delayed or, in whole or in part, defaulted, which may have a negative impact on the Company's operations and future prospects.

Alligator assesses the probability that the risks will materialize, in whole or in part, as medium, and that the risks, if they materialize, would have a medium impact on the Company.

RISKS RELATED TO KEY EMPLOYEES AND QUALIFIED PERSONNEL

Alligator has established an organization with qualified personnel in order to create the best possible conditions for research, development and commercialization of the Company's drug candidates. The Company's future growth is to a large extent dependent on the industry-specific knowledge, experience and the engagement that the Company's senior management and key employees possess. Alligator's ability to retain and recruit qualified employees is of great importance for the Company's future success. If the Company were to lose such key employees, either as a result of

active external recruitment, including from competitors, dissatisfaction with current employment terms and/or natural outflows, or if the Company would not be able to recruit new qualified personnel to the extent necessary or on satisfactory terms in relation to competition from, among others, industry companies, universities and other institutions, this could lead to increased personnel costs and delays or interruptions in the Company's business and future development work, which could have a negative impact on Alligator's opportunities to commercialize its drug candidates and thus affect the Company's profitability and future earnings capacity. In February 2024, Alligator announced a restructuring of the Company to align key priorities and strengthen long-term competitiveness. Furthermore, the Company announced in early December 2024 another restructuring to sharpen its focus on the drug candidate mitazalimab as well as to maximize long-term value creation. There is therefore a risk that the Company will lose competent personnel or that the Company will not be able to replace qualified personnel to the extent needed in the future.

Alligator assesses the probability that the risks will materialize, in whole or in part, as medium, and that the risks, if they materialize, would have a medium impact on the Company.

RISKS RELATED TO THE COMPANY'S INDUSTRY

RISKS RELATED TO COMPETITION

Alligator faces competition with respect to its current drug candidates and will face competition with respect to any drug candidates that the Company may seek to develop or commercialize in the future, from major pharmaceutical companies, specialty pharmaceutical companies and biotechnology companies worldwide. For example, several companies including AbbVie, Adagen, Apogenix, Apexigen, Celldex, Compass, Genmab, Pieris, Roche and SeaGen/Pfizer, are developing immune therapies against the same target molecules as Alligator in various cancer indications. As per the date of the Prospectus, there are around 60 approved drugs on the market for immuno-oncology and several pharmaceutical and biotechnology companies are operating within research and development of drugs for immunotherapy of cancer. These companies include several large, well-defined pharmaceutical companies. Competitors, including the ones described above, may have significantly greater financial resources than Alligator and its partners, which may give them advantages within, for example, research and development, contacts with regulatory authorities, marketing, and product launch. There is a risk that the Company's competitors succeed in commercializing their products earlier than Alligator and its partners, or that competitors develop products that are more effective, have a better side effect profile and are more affordable than Alligator's drug candidates, which may result in Alligator's competitors establishing a strong market position, including before the Company can enter the market, and may limit Alligator's opportunities to commercialize its drug candidates and thereby generate revenues in the future.

Alligator assesses the probability that the risks will materialize, in whole or in part, as medium, and that the risks, if they materialize, would have a medium impact on the Company.

LEGAL AND REGULATORY RISKS

RISKS RELATED TO PATENTS AND INTELLECTUAL PROPERTY RIGHTS

Alligator has an extensive patent portfolio attributable to both Alligator's technology platforms as well as drug candidates and Alligator has exclusive rights to several families of granted patents and patent applications, which have been granted or are awaiting approval in important geographical areas, such as the United States, Europe and Japan. As an example, the US patent authority USPTO granted the first US patent for ATOR-4066 in January 2024. However, patents and other intellectual property rights have a limited life, and there is a risk that granted patents will not provide a sufficient commercial protection, as objections and other invalidity claims against granted patents can be made after the patent is granted. If the Company is forced to defend its patent rights against a competitor,

or has a patent declared invalid, this may lead to extensive costs for the Company, which may affect the Company's business and financial position adversely. Additionally, the costs relating to a dispute, even in the event of a favorable outcome for Company, may be significant. There is also a risk that the extent of a granted patent is not sufficient to protect against other market operators developing similar drug candidates. There is furthermore a risk that the Company's ongoing patent applications will not be granted or that the Company will not succeed in registering and completing all necessary patent applications at a reasonable cost. Other market operators may also have applied for patents regarding drug candidates included by the Company's patent applications, without the Company's knowledge. The Company has carried out patent searches and has not identified any valid granted patents which are relevant for commercialization of any of the Company's drug candidates. However, the Company cannot guarantee that any such third party patents do not exist and there is therefore a risk that the Company may infringe, or allegedly infringes, a patent held by a third party. A potential infringement in the patent of a third party may limit the opportunities of the Company or any of its partners to use the Company's drug candidates as planned. Thus, the Company's patent applications may also have a lower priority in relation to other patent applications or limit the possibility for the Company to commercialize its drug candidates and obtain necessary patent protection, which would greatly affect Alligator's opportunities to further develop the Company's drug candidates. If the risks above would materialize, it would impede or prevent continued development and successful commercialization of the Company's drug candidates, and ultimately the Company's opportunities to generate license and sales revenues in the future.

Alligator assesses the probability that the risks will materialize, in whole or in part, as medium, and that the risks, if they materialize, would have a high impact on the Company.

RISKS RELATED TO REGULATORY APPROVALS AND REGISTRATION

In order for Alligator to carry out preclinical and clinical studies and/or market and sell drugs, the Company must obtain marketing approval or authorization from relevant authorities on each market in which the Company operates, such as the Medical Products Agency in Sweden, the Food and Drug Administration (FDA) in the United States or the European Medicines Agency (EMA) in the EU. The process for obtaining the relevant approvals is cost and time consuming and may delay, prevent, or make the development of the Company's drug candidates more costly. There is also a risk that relevant authorities do not find the preclinical studies, on which an application for a clinical study is based, sufficient, or that the Company, due to authority decisions, needs to conduct more extensive future clinical studies than the Company currently deems sufficient, which may lead to delays, increased costs, or delayed revenues for the Company. Additionally, the Company's business is dependent on the Company's drug candidates obtaining necessary approvals from authorities after the completion of preclinical and clinical studies. Furthermore, applicable rules and interpretations thereof may change, which may have a negative effect on the Company's ability to meet the regulatory requirements. In addition, approvals and registrations may be withdrawn after the Company or its partners have been granted these. In the event the Company, on its own or through its partners, does not succeed in obtaining relevant approvals or registrations, or if approvals or registrations are withdrawn, this may lead to increased costs, that the Company's ability to generate revenues, in whole or in part, is prevented, delays in the development work, or that the Company is forced to close down all or part of its operations, as well as lead to the Company's market position being deteriorated in relation to the Company's competitors.

Even after regulatory approval, if obtained, the Company and its partners will be required to comply with regulatory requirements, including regulatory reviews and oversight of marketing and safety reporting or policies. In addition, the Company and its partners will be obliged to comply with regulations for the manufacture of drugs, including rules for testing, quality control and documentation of the Company's products. Production facilities must be approved by government inspection and will be subject to such inspections by authorities on a recurring basis, which may lead to remarks and new requirements for production. Furthermore, obtaining regulatory approval of the Company's drug candidates in one jurisdiction is not a guarantee for regulatory approval in any other jurisdiction. In the event that the Company and its partners, including external manufacturers, do not comply with relevant regulatory requirements or the specific indications and conditions for which regulatory approval have been granted, the Company may be subject to fines, product revocation, revocation of regulatory authorizations or approvals, other operational limitations or criminal penalties.

Alligator assesses the probability that the risks will materialize, in whole or in part, as low, and that the risks, if they materialize, would have a high impact on the Company.

RISKS RELATED TO SIDE EFFECTS, PRODUCT LIABILITY AND INSURANCE COVER

Alligator is exposed to several liability risks, such as the risk of potential product liability claims that may arise in connection with the production of drugs, clinical studies or marketing and sales of drugs in the event the Company's drug candidates reach commercialization. For example, patients participating in the Company's current or future clinical studies, or who are otherwise in contact with the Company's products, may suffer side effects that cause illness, bodily injury, death, or other damage. Even if clinical studies would be carried out by a partner, there is a risk that the Company may be held liable for potential incidents. Potential side effects may delay or stop the Company's development work as well as limit or prevent the commercial use of the Company's drug candidates and thereby lead to increased costs and significantly affect the Company's earning capacity, sales, result and financial position. Furthermore, there is a risk that the Company will be sued by patients who suffer from potential side effects, in which case Alligator may be liable for damages. In all clinical studies, there will most likely be limitations in the scope of the insurance cover as well as limits to the amount of compensation paid. There is therefore a risk that Alligator's insurance cover is not sufficient to cover future legal claims directed towards the Company, which may lead to significant costs and have a material adverse effect on the Company and its operations, both in terms of reputation and financially.

Alligator assesses the probability that the risks will materialize, in whole or in part, as low, and that the risks, if they materialize, would have a high impact on the Company.

RISKS RELATED TO LEGAL PROCEEDINGS

Alligator is not, and has not during the last twelve months, been part of any authority proceedings, legal proceedings or arbitrary proceedings which have had, or could have, a significant impact on the Company's financial position or profitability. There is a risk that Alligator will be involved in disputes in court or with authorities in connection with the Company's operations, which may require Alligator to hire external expert advisers, including legal advisers. Alligator may for example be subject to regulatory investigations as well as potential claims related to intellectual property rights, patient injuries or misleading or improper marketing. Such proceedings may be time consuming, disrupt normal operations, refer to significant amounts and can, regardless of the outcome, cause significant costs for the Company, which may have a negative effect on the Company's other external costs. Furthermore, exposure to disputes and authority proceedings, even if the financial risks are not significant, may have a negative impact on the Company's reputation and its business relationships.

Alligator assesses the probability that the risks will materialize, in whole or in part, as low, and that the risks, if they materialize, would have a medium impact on the Company.

RISKS RELATED TO CONFIDENTIALITY

Alligator is dependent on trade secrets and know-how in its operations which cannot be protected by registration in the same way as patents and other intellectual property rights. This concerns, for example, information on inventions that have not yet been applied for patents as well as knowledge on concepts, methods, and processes. Alligator uses confidentiality agreements with employees, consultants, advisers, and partners in order to protect trade secrets and know-how, but these agreements may prove insufficient to prevent trade secrets and know-how from being disclosed and spread without the Company's control, which leads to a risk that competitors may take part in or make use of trade secrets and know-how developed by Alligator. Such uncontrolled spread of confidential information could negatively affect the development of the Company's drug candidates if the information would, for example, be used to develop potential competing drug products or other commercial use without the Company being compensated for this or otherwise taking part of this, which could cause the development and commercialization of the Company's drug candidates to be less attractive, and result in the Company's ability to generate revenues being, in whole or in part, prevented.

Alligator assesses the probability that the risks will materialize, in whole or in part, as low, and that the risks, if they materialize, would have a medium impact on the Company.

RISKS RELATED TO PROCESSING OF PERSONAL DATA

Within the framework of Alligator's business, the Company collects and processes data attributable to, for example, patients participating in the Company's clinical studies and the Company's employees. The Company is thereby subject to Regulation (EU) 2016/679 of the European Parliament and of the Council ("**GDPR**"). There is a risk that Alligator currently, or in the future, will not comply with the requirements that GDPR entails. Incorrect or insufficient processing of personal data, failures in the Company's obligations towards those whose personal data are processed and other violations according to the GDPR may result in sanctions in terms of fines amounting to the higher of EUR 20 million or 4 per cent of the Group's annual turnover, which may entail significant costs and have a significant negative impact on the Company and its business, both in terms of reputation and financially.

Alligator assesses the probability that the risks will materialize, in whole or in part, as low, and that the risks, if they materialize, would have a low impact on the Company.

FINANCIAL RISKS

RISKS RELATED TO FUTURE CAPITAL NEEDS

The Company's operations within research and development lead to part of the Company's available liquidity continually being consumed. Alligator does not have a steady flow of revenues, instead these come irregularly in connection with the signing of license agreements and when milestones that generate compensation are achieved in licensed research projects. The research and development projects that the Company conducts, together with the fact that the Company does not continuously generate any revenue, leads to significant deficits and there is a risk that the Company's research and development projects will become more cost and time consuming than planned. Furthermore, it may take long before the Company's drug candidates reach commercialization and current cash flow can be generated from the Company's operations. Any delays in the Company's research and development projects may result in that positive cash flow is generated later than expected. The Company may therefore, depending on when a positive cash flow is achieved, also in the future need to raise additional capital in addition to the capital raised through the Rights Issue. There is a risk that the Company will not be able to raise capital when needed, or that capital cannot be raised on conditions favorable to the Company, which may affect the Company's operations and financial position adversely. If Alligator cannot obtain sufficient financing, the Company may be forced to stop planned development projects, carry out restructuring of all or parts of the business, such as the restructurings which were communicated in February 2024 and early December 2024, or be forced to run the business at a slower pace than planned, which may lead to delayed or prevented commercialization of the Company's drug candidates as well as delayed or prevented license and sales revenues.

Alligator assesses the probability that the risks will materialize, in whole or in part, as medium, and that the risks, if they materialize, would have a high impact on the Company.

RISKS RELATED TO ACCUMULATED TAX LOSSES

As of 31 December 2024, Alligator has accumulated tax losses that amounted to preliminary SEK 1,779 million. The accumulated tax losses could in the future reduce any taxable profits that the Company makes, and thus reduce the corporate tax that would arise on any future profits. Tax losses and the use thereof are subject to extensive restriction rules. Alligator's opportunity to exercise, in whole or in part, the accumulated tax losses in the future will be determined by, among other things, future changes in ownership of the Company. Alligator's opportunity to exercise, in whole or in part, the accumulated tax losses in the future may also be affected by changes in the applicable tax legislation. If the tax losses carried forward cannot be used to reduce the tax on future profits, it will mean that the Company's tax expenses will increase, which could have a material adverse effect on the Company's future result and financial position.

RISKS RELATED TO CHANGES IN EXCHANGE RATES

Alligator has its registered seat in Sweden and reports its financial position and earnings in SEK, which means that transactions in foreign currency will be converted to SEK. As per the date of the Prospectus, Alligator's operating income consist primarily of remuneration received in accordance with an agreement with AbClon Inc. regarding out-licensing of HLX22/AC101 to Shanghai Henlius Biotech Inc. and a license agreement with Biotheus Inc. These incomes are obtained in USD and EUR, while Alligator's operating expenses are mainly obtained in SEK and other foreign currencies, for example USD, EUR, and GBP. Currency flows in connection with the purchase and sale of goods and services in currencies other than SEK give rise to a so-called transaction exposure. There is a risk that measures taken to manage the Company's transaction exposure and conversion risk may prove insufficient and not sufficiently effective and Alligator may fail to successfully establish and manage such measures. Changes in exchange rates may therefore affect the Company's cash flow, income statement and statement of financial position negatively. To illustrate the risk as of 31 December 2024, an increase or decrease with 5 per cent in USD, EUR and GBP would have affected the Company's post-tax profits and equity for the financial year 2024 by approximately +/- SEK 4,524 thousand, +/- SEK 3,350 thousand and +/- SEK 888 thousand. In addition, changes in exchange rates may also adversely affect the pricing and demand for the Company's products, and thus Alligator's competitiveness.

RISKS RELATED TO THE SHARES AND THE RIGHTS ISSUE

SUBSCRIPTION UNDERTAKINGS AND GUARANTEE COMMITMENTS ARE NOT SECURED

In connection with the Offering, Alligator has received subscription undertakings from a number of existing shareholders, including Roxette Photo SA as well as the Company's chairman of the board, Anders Ekblom, and CEO, Søren Bregenholt, of a total of approximately SEK 16 million, corresponding to approximately 6 per cent of the Rights Issue. Furthermore, the Company has entered into agreements with a number of external investors on guarantee commitments, consisting of a top guarantee and a number of bottom guarantees, of a total of approximately SEK 124 million, corresponding to approximately 44 per cent of the Rights Issue. In total, the Rights Issue is thus covered by subscription undertakings and guarantee commitments of up to approximately SEK 140 million, corresponding to approximately 50 per cent of the Rights Issue. Received subscription undertakings and guarantee commitments are not secured by advance transaction, bank guarantee, blocked funds, pledge, or similar arrangement. Thus, if all or part of these commitments are not fulfilled, there would be a risk that the Offering is not subscribed for as planned, which would lead to the Company being provided with less capital than calculated to finance its business. Furthermore, there is a risk that any of the guarantors who have provided guarantee commitments to secure the Rights Issue may exceed ten per cent of the votes in Alligator after the Rights Issue. In that case, the guarantors' fulfilment of such guarantee may be subject to notification in accordance with the Swedish Screening of Foreign Direct Investments Act (*Sw*. lagen (2023:560) om granskning av utländska direktinvesteringar), according to which certain investments in companies with essential services must be notified to the Inspectorate of Strategic Products (the "**ISP**"). If the fulfilment of any of the guarantors' guarantee commitments turns out to be notifiable, there is a risk that the notification of the transaction is not left without action or approved by the ISP, which may lead to the guarantor not being able to fulfil its guarantee commitment on time or at all. If the guarantee commitments are not fulfilled on time, it may have an adverse effect on the Company's working capital, which may have a negative impact on the Company's financial position and the Company's ability to conduct its business according to plan. There is also a risk that non-financing through the fulfilment of subscription undertakings and guarantee commitments will result in the Company being put into reconstruction or, in the worst case, bankruptcy.

FUTURE ISSUES OF NEW SHARES AND DILUTION

Alligator is still at an early clinical development stage, and it is difficult to assess in advance when the Company can generate continuous revenue and become profitable. To enable continued development of Alligator's drug candidates, the Company needs further financing. If additional financing is arranged through share capital, additional issues of new shares or other securities in the Company will, for current shareholders, unless they participate in such possible issues of new shares, lead to a dilution of their shareholding in the Company. Shareholders who choose not to participate in the Rights Issue by subscribing for units will, provided that the Rights Issue is fully subscribed, have their ownership of ordinary shares diluted by approximately 97.4 per cent in relation to the number of outstanding shares as per the date of the Prospectus (excluding the dilution from the warrants that are issued in connection with the Rights Issue). As the time and conditions for any future issues of new shares will depend on Alligator's situation and the market conditions at that current time, the Company cannot predict or estimate the amount, time, or other conditions for such issues of new shares. Depending on the conditions of any further issues of new shares, such issues may have a negative impact on the market price of Alligator's shares.

SHARE PRICE DEVELOPMENT, VOLATILITY AND LIMITED LIQUIDITY IN THE SHARE

Alligator's ordinary share is traded on Nasdaq Stockholm. The price at which the Company's share has been traded has historically been volatile. In addition, the turnover in the Company's share has been low at certain periods. During the 12-month period which ended on 31 December 2024, an average of approximately 2,900,000 shares were traded per day in Alligator with an average daily turnover of approximately SEK 2.7 million. During the corresponding period, the Company's share has had a highest closing price of SEK 1.468 and a lowest closing price of SEK 0.225. Consequently,

the share price of the Company's share has been volatile, and the share has also from time to time been subject to limited trading. The volatility risk is particularly high in companies that, like Alligator, have not launched any drugs on the market, which means that the share price is largely based on expectations of the Company's future performances. Alligator cannot predict to which extent investor interest will lead to the development and maintenance of an active and liquid trading of the Company's shares going forward. The liquidity of the Company's share may be affected by a number of different internal and external factors. Internal factors include, inter alia, the development of the Company's drug candidates and quarterly variations in, for example, operating profit as well as forecasts regarding profit and revenue. External factors include, inter alia, general economic and macroeconomic conditions, industry factors and expectations in the pharmaceutical industry in general, the economic activity as well as additional external conditions that are not related to the Company's operations. As an example, external factors such as the Covid-19 pandemic, the war in Ukraine as well as increased inflationary pressure and earlier interest rate increases have led to higher volatility in the world's stock markets and also created relatively large fluctuations in the share price of the Company's share during the period preceding the publication of the Prospectus. A continued volatile stock market may have a negative impact on investors' willingness and ability to invest in the Company's shares, which may negatively affect the share price of the Company but also cause the subscription rate in the Rights Issue to be lower than otherwise had been the case. Furthermore, there is a risk that an active and liquid trading in the Company's shares will not develop in the future, or will not prove to be sustainable, which may cause difficulties for the shareholders to dispose of their shares in the Company at the desired time or at price levels that would prevail if the liquidity in the share was good, and the share price of the Company's share, after the completion of the Rights Issue, may differ significantly from the subscription price in the Rights Issue. It is not possible to predict future price movements in advance and it is possible that the factors above, alone or in conjunction, may have an adverse effect on the value of an investor's invested capital and there is a risk that an investor may lose all or part of the invested capital.

ASSOCIATED WARRANTS

In the present Offering, the instrument consists of so-called units, where each unit consists of ten (10) ordinary shares, ten (10) warrants series TO 12 and five (5) warrants series TO 13. The warrants entail a right to, during a specified period in the future, acquire a certain number of newly issued ordinary shares in the Company at a predetermined price based on the price mechanism that is outlined in the terms and conditions in the Prospectus. The warrants included in the Offering are transferable and are intended to be admitted to trading on Nasdaq Stockholm. The price development of the Company's share may affect trading in the warrants issued in the Offering. A warrant is only valuable if the predetermined subscription price is below the market price of the Company's underlying share at the time of subscription. This means that the probability that the warrants may lose their entire value is greater than for shares, for example. Thus, there is a risk that the warrants included as part of the units covered by the Offering will not increase in value or that they do not represent a value at the time they expire. Furthermore, there is a risk that the liquidity in the trading of these warrants is not good enough for them to be disposed of at terms acceptable to the holder.

TRADING IN UNIT RIGHTS AND BTU

Unit rights and BTU are intended to be subject to trading on Nasdaq Stockholm. There is a risk that an active trade in the unit rights and BTU does not develop, that there will not be sufficient liquidity or that the unit rights cannot be sold. If an active trade does not develop, the market price of the unit rights and BTU will depend on, among other things, the price development of the Company's shares and will be subject to greater volatility than for the said shares. The price of Alligator's shares may be less than the subscription price in the Rights Issue due to reasons attributable to Alligator as well as a general decline in the stock market.

SHAREHOLDERS WITH SIGNIFICANT INFLUENCE AND SALE OF SHARES

As per the date of the Prospectus, the Company's largest shareholder, Koncentra Holding AB (part of Allegro Investment Fund) ("**Koncentra**"), holds a capital share and voting share of approximately 32.87 per cent and 32.90 per cent, respectively, in the Company. Through its holding of shares in the Company, Koncentra has the opportunity to exercise a material influence over the Company and may affect, among other things, such matters that are subject to voting at general meetings. Such a concentration of ownership may be to the detriment of shareholders who have interests other than those of the majority shareholder. For example, there may be a conflict of interest between the majority owner on the one hand and the Company or other shareholders on the other hand with regards to resolution on dividends. Furthermore, significant sales of shares made by major shareholders, as well as a general market expectation that sales may be made, may result in that Company's share price decreases. If the price of the Company's share decreases, an investor may not get back the invested capital.

SPECIFIC RISKS FOR FOREIGN SHAREHOLDERS

Alligator's ordinary share is listed in SEK and any dividends will be paid in SEK. If the Swedish krona becomes weak in relation to foreign currency, the conversion to local currency may therefore entail that the value of foreign shareholders' shareholdings and dividends may be adversely affected. Furthermore, tax legislation in both Sweden and the shareholder's country of residence may affect the income from any potential dividend that is paid.

If Alligator issues new shares with preferential rights for the Company's shareholders in the future, foreign shareholders in certain countries may be subject to restrictions which mean that they cannot participate in such issues of new shares or that their participation is otherwise prevented or restricted. For example, shareholders in the United States may be prevented from exercising such preferential rights if no exemption from the registration requirements under the Securities Act is applicable. Shareholders in other jurisdictions outside of Sweden may also be affected similarly depending on local regulatory requirements. Alligator has no obligation to, in future issues of new shares, apply for registration under the Securities Act or apply for similar approval under the legislation of another country outside of Sweden regarding unit rights and units. To the extent foreign shareholders cannot subscribe for new shares in possible new issues of shares, their proportional shareholdings in the Company may decrease.

Alligator will not register neither the units, the unit rights nor the Rights Issue under the Securities Act or applicable registration requirements in any other jurisdiction than Sweden.

INVITATION TO SUBSCRIBE FOR UNITS IN ALLIGATOR

An extraordinary general meeting in Alligator held on 13 January 2025 approved the Board of Directors' resolution of 2 December 2024 to carry out an issue of units with preferential rights for the Company's shareholders. The Rights Issue comprises a maximum of 2,810,919,873 units, consisting of ordinary shares, warrants series TO 12 and warrants series TO 13, at a subscription price of SEK 0.10 per unit, corresponding to a subscription price of SEK 0.01 per ordinary share. Provided that the Rights Issue is fully subscribed, the Company will receive an initial capital raise of approximately SEK 281 million before deduction of issue costs.

The Company's shareholders have preferential rights to subscribe for units in the Rights Issue in relation to the number of ordinary shares that they hold on the record date on 27 January 2025. Each existing ordinary share entitles to thirty-seven (37) unit rights. Ten (10) unit rights entitle to subscription of one (1) unit in Alligator. Each unit consists of ten (10) ordinary shares, ten (10) warrants series TO 12 and five (5) warrants series TO 13. If not all units are subscribed for by exercise of unit rights, allotment of the remaining units shall be made within the highest amount of the Rights Issue: firstly, to those who have subscribed for units by exercise of unit rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of unit rights that each and every one of those, who have applied for subscription of units without exercise of unit rights, have exercised for subscription of units; secondly, to those who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of units the subscriber in total has applied for; and thirdly, to those who have provided guarantee commitments with regard to subscription of units, in proportion to such guarantee commitments. To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

Subscription shall be made during the period from and including 29 January 2025 up to and including 12 February 2025, or such later day determined by the Board of Directors and otherwise according to what is stated under section "*Terms and conditions*". The subscription price has been set to SEK 0.10 per unit, corresponding to a subscription price of SEK 0.01 per ordinary share, meaning that the Rights Issue, if subscribed in full, will provide Alligator with initial proceeds of approximately SEK 281 million, before deduction of issue costs.

Upon full subscription in the Rights Issue, the share capital will increase by a maximum of SEK 22,487,358.9840 to SEK 23,095,748.7784 through the issuance of a maximum of 28,109,198,730 new ordinary shares, resulting in that the total number of outstanding shares in the Company will increase from 760,487,243 to 28,869,685,973, whereof 28,868,906,804 are ordinary shares and 779,169 are series C shares. Shareholders who choose not to participate in the Rights Issue will, provided that the Rights Issue is fully subscribed, have their ownership of ordinary shares diluted by approximately 97.4 per cent, but are able to financially compensate for this dilution by selling their unit rights. Upon full subscription in the Rights Issue and provided that all warrants series TO 12 and TO 13 that are issued in connection with the Rights Issue are exercised in full, the share capital will increase additionally by a maximum of SEK 33,731,038.4760 to SEK 56,826,787.2544 through the issuance of a maximum of 42,163,798,095 new ordinary shares, resulting in that the total number of shares in the Company will increase further from 28,869,685,973 to 71,033,484,068, whereof 71,032,704,899 are ordinary shares and 779,169 are series C shares, which corresponds to an additional dilution of ordinary shares of approximately 59.4 per cent. The total dilution, upon full subscription in the Rights Issue and full exercise of all warrants series TO 12 and TO 13, thus amount to a maximum of approximately 98.9 per cent of the total number of ordinary shares in the Company after the Rights Issue. If all guarantors choose to receive compensation in the form of units and subsequently exercise all warrants received through compensation units, the compensation entails a dilution

for existing shareholders corresponding to approximately 13.1 per cent, based on the number of ordinary shares in the Company upon full subscription in the Rights Issue.

The Company has, within the framework of its loan financing with Fenja Capital II A/S ("**Fenja Capital**"), undertaken to issue warrants series TO 12 and TO 13 free of charge to Fenja Capital (with the same terms and conditions as the warrants issued in the Rights Issue) in the event part of the loan from Fenja Capital is still outstanding following the completion of the Rights Issue. For further information about the loan financing, see section "*Legal considerations and supplementary information – Material agreements – Loan agreement with Fenja Capital*". A total of 4,500,000,000 warrants series TO 12 and 2,250,000,000 warrants series TO 13 may be issued to Fenja Capital. In the event all warrants series TO 12 and TO 13 that may be issued to Fenja Capital are exercised for subscription of ordinary shares, a total of 6,750,000,000 new ordinary shares will be issued, which entails a dilution of approximately 19.0 per cent, based on the number of ordinary shares in the Company upon full subscription in the Rights Issue.

In connection with the Offering, Alligator has received subscription undertakings from a number of existing shareholders, including Roxette Photo SA as well as the Company's chairman of the board, Anders Ekblom, and CEO, Søren Bregenholt, amounting in total to approximately SEK 16 million, corresponding to approximately 6 per cent of the Rights Issue. Furthermore, the Company has entered into agreements with a number of external investors on guarantee commitments amounting to approximately SEK 124 million, corresponding to approximately 44 per cent of the Rights Issue. In total, the Rights Issue is thus covered by subscription undertakings and guarantee commitments amounting to approximately SEK 140 million, corresponding to approximately 50 per cent of the Rights Issue. Received subscription undertakings and guarantee commitments are not secured by advance transaction, bank guarantee, blocked funds, pledge, or similar arrangement. Consequently, there is a risk that one or more parties will not fulfil their undertakings and commitments, respectively. For further description, see section "*Risk factors – Subscription undertakings and guarantee commitments are not secured*".

The shareholders of Alligator are hereby invited to subscribe for units in Alligator with preferential rights in accordance with the terms and conditions of the Prospectus.

Lund on 24 January 2025

Alligator Bioscience AB (publ)

The Board of Directors

BACKGROUND AND REASONS

Alligator is a research-based biotechnology company developing antibody-based pharmaceuticals for cancer treatment. The Company specializes in the development of tumor-directed immunotherapies, in particular agonistic mono- and bispecific antibodies. In immunotherapy, the patients' immune system is activated to cure cancer. The term tumor-directed means that the drug is administered or designed such that the pharmacological effect is localized to the tumor. This results in an advantageous efficacy and safety profile.

The clinical drug candidate mitazalimab (previously ADC-1013) is an agonistic, or stimulatory, antibody that targets CD40, a receptor on the dendritic cells of the immune system, which are the cells that detect enemies such as cancer cells. In preclinical experimental models, mitazalimab has been shown to induce a potent tumor-targeted immune response and provide long-lasting tumor immunity. In addition, preclinical data have demonstrated how mitazalimab can be used against multiple types of cancer. The study OPTIMIZE-1 is an open-label, multi-center trial assessing the clinical efficacy of mitazalimab in combination with chemotherapy (mFOLFIRINOX) in patients with first line metastatic pancreatic cancer. The trial was initiated in Q3 2021, and topline data was announced on 29 January 2024 showing that the trial met the primary endpoint. On 26 June 2024, the Company announced 18-month data, demonstrating an Objective Response Rate of 42.4 per cent, a Median Overall Survival of 14.9 months and a survival rate at 18 months of 36.2 per cent, nearly twice as high as the 18.6 per cent previously reported for FOLFIRINOX. Together these data confirm the benefit of mitazalimab in combination with mFOLFIRINOX. On 24 October 2024, the Company announced that 16 patients were still in the study and that at least six patients had been in the study for more than two years, thus further strengthening the case for mitazalimab. The Company expects to announce 24-month data during Q1 2025 together with the conclusion from a number of planned interactions with the US FDA.

On 2 December 2024, Alligator announced a sharpened focus on mitazalimab and the implementation of a cost reduction program to maximize long-term value creation, which is assessed to potentially enable a reduction of approximately 70 per cent of the current workforce, mainly affecting the discovery and non-clinical operations. Once implemented, the restructuring is expected to reduce operational costs by at least SEK 65 million annually. Going forward, Alligator will focus on late-stage development with an adequate workforce of approximately 15 FTEs. Furthermore, Alligator will continue to be able to conduct limited research activities, primarily related to mitazalimab, through internal and external resources.

In June 2024, Alligator entered into a financing agreement with Fenja Capital under which Fenja Capital provided loans with a total nominal amount of SEK 68 million and also subscribed for convertibles with a total nominal amount of SEK 12 million, with the purpose of providing Alligator with financial and strategic flexibility. In connection with the Rights Issue, Alligator has renegotiated the outstanding financing from Fenja Capital and agreed on repayment of the entire outstanding nominal amount under the convertibles as well as partial repayment of the outstanding nominal amount under the loans. For more information on the loan financing, see section "*Legal considerations and supplementary information – Material agreements – Loan agreement with Fenja Capital*".

Given the capital needs that the Company's future development and commercialization plans give rise to, the Company assesses that its existing working capital is not sufficient to cover the Company's capital needs for the upcoming twelve months. To ensure continued successful progress in accordance with the Company's revised business plan and strategy, the Company has therefore decided to carry out the Rights Issue.

USE OF PROCEEDS

Upon full subscription in the Rights Issue, the Company will initially receive approximately SEK 281 million before issue costs. The costs related to the Rights Issue are estimated at full subscription, to amount to a maximum of approximately SEK 33 million, of which approximately SEK 15 million is attributable to guarantee compensation (provided that all guarantors choose to receive the compensation in cash). The expected net proceeds from the Rights Issue are thus estimated to amount to approximately SEK 248 million. The expected net proceeds from the Rights Issue are intended to be used with approximately SEK 57 million (approximately 23 per cent) for repayment of bridge loans, including accrued interest, whereafter the remaining amount is intended to be used for the following purposes, in order of priority and with an approximate proportion indicated in brackets:

1. Repayment of outstanding convertibles, including accrued interest, corresponding to approximately SEK 13 million to Fenja Capital through set-off and/or cash payment (approximately 5 per cent).
2. Repayment of part of outstanding loan, including accrued interest, corresponding to a maximum of approximately SEK 28 million to Fenja Capital through set-off and/or cash payment (a maximum of approximately 11 per cent).[3]
3. Support of the development of mitazalimab towards Phase 3 and work with securing a partnership for mitazalimab, including preparational commercialization activities (approximately 27 per cent).
4. General corporate purposes and restructuring costs (approximately 16 per cent).
5. Repayment of remaining part of outstanding loan corresponding to a maximum of approximately SEK 45 million to Fenja Capital through set-off and/or cash payment (a maximum of approximately 18 per cent).[4]

If the Rights Issue is fully subscribed and all warrants series TO 12 issued in the Offering are exercised for subscription of ordinary shares during May 2025, based on a subscription price of no less than SEK 0.01 and no more than SEK 0.0125, the Company will receive additional proceeds of approximately SEK 281 – 351 million, before deduction of issue costs, which are estimated to amount to approximately SEK 5 – 6 million. The additional net proceeds are intended to be used to support the development of mitazalimab towards Phase 3 and work with securing a partnership for mitazalimab, including preparational commercialization activities. In the event part of the loan from Fenja Capital is still outstanding following the completion of the Rights Issue, 50 per cent of the part of the proceeds from the exercise of the warrants series TO 12 exceeding SEK 10 million will be used to repay the loan.

If the Rights Issue is fully subscribed and all warrants series TO 13 issued in the Offering are exercised for subscription of ordinary shares during September 2025, based on a subscription price of no less than SEK 0.01 and no more than SEK 0.0125, the Company will receive additional proceeds of approximately SEK 141 – 176 million, before deduction of issue costs, which are estimated to amount to approximately SEK 2 – 3 million. The additional net proceeds are intended to be used to support the development of mitazalimab towards Phase 3 and work with securing a partnership for mitazalimab, including preparational commercialization activities. In the event part of the loan from Fenja Capital is still outstanding following the completion of the Rights Issue and the exercise of the warrants series TO 12 in accordance with the above, 50 per cent of the proceeds from the exercise of the warrants series TO 13 will be used to repay the loan.

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[3] The amount refers to the mandatory repayment that the Company has agreed with Fenja Capital to repay in connection with the Rights Issue. In addition, the Company will pay a higher amount of the outstanding loan in the event the subscription in the Rights Issue exceeds the guaranteed level of SEK 140 million. For more information on the loan financing, see section "*Legal considerations and supplementary information – Material agreements – Loan agreement with Fenja Capital*".

[4] The amount is dependent on the subscription rate in the Rights Issue. In the event the subscription in the Rights Issue exceeds the guaranteed level of SEK 140 million, the Company shall use an amount corresponding to 47 per cent of the part of the proceeds exceeding SEK 140 million to repay the remaining part of the outstanding loan from Fenja Capital. For more information on the loan financing, see section "*Legal considerations and supplementary information – Material agreements – Loan agreement with Fenja Capital*".

If the Rights Issue, despite issued subscription undertakings and guarantee commitments, is not sufficiently subscribed for, the Company may have difficulties conducting its business and executing planned developments at the planned rate. In addition, the Company may want to accelerate its operations and planned development plans. Should these situations occur, the Company intends to investigate alternative financing opportunities, such as additional raising of capital, grants, financing through loans or similar. Upon an unsatisfactory subscription in the Rights Issue and until additional capital can be raised, the Company might also choose to operate the business at a slower pace than planned.

The Board of Directors of Alligator is responsible for the content of the Prospectus. As far as the Board of Directors is aware, the information provided in the Prospectus corresponds to the facts and nothing has been omitted that would affect its import.

Lund on 24 January 2025

Alligator Bioscience AB (publ)

The Board of Directors

TERMS AND CONDITIONS

THE OFFERING

The Rights Issue is carried out by the issuance of units. In total, the Offering comprises a maximum of 2,810,919,873 units. Shareholders in Alligator are entitled to thirty-seven (37) unit rights for each existing ordinary share held on the record date. Ten (10) unit rights entitle to subscription of one (1) unit. Each unit consists of ten (10) ordinary shares, ten (10) warrants series TO 12 and five (5) warrants series TO 13. Subscription may only be made of entire units, which means that shares and warrants cannot be subscribed for separately. Provided that the Offering is fully subscribed, the Company will receive initial proceeds of approximately SEK 281 million before issue costs and potentially additional proceeds in May 2025, in connection with the exercise of warrants series TO 12, and in September 2025, in connection with exercise of warrants series TO 13.

RECORD DATE

The record date with Euroclear Sweden AB for the right to participate in the Rights Issue is 27 January 2025. The last day of trading in Alligator's share with the right to participate in the Rights Issue is 23 January 2025. The first day of trading in Alligator's share without the right to participate in the Rights Issue is 24 January 2025.

SUBSCRIPTION PRICE

The subscription price is SEK 0.10 per unit, corresponding to a subscription price of SEK 0.01 per ordinary share. The warrants are issued free of charge. Brokerage is not paid.

SUBSCRIPTION PERIOD

Subscription of units in the Rights Issue shall take place from and including 29 January 2025 up to and including 12 February 2025. Application for subscription of units without exercise of unit rights shall be made during the same period. After the expiration of the subscription period, unused unit rights will be void and will thereafter lose their value. After the subscription period, unexercised unit rights will, without notification from Euroclear Sweden AB, be deleted from the shareholders' VP accounts. In order not to lose the value of the unit rights, the unit rights must either be used for subscription of units no later than 12 February 2025 or be sold no later than 7 February 2025.

The Board of Directors of the Company may extend the period during which application for subscription and payment shall be made. Any extension of the subscription period will be published through a press release no later than 12 February 2025.

WARRANTS

Warrants series TO 12 that are issued in the Right Issue are issued free of charge and entitle the holder to, during the period 5 May 2025 – 19 May 2025, subscribe for new ordinary shares in the Company. One (1) warrant series TO 12 entitles to subscription of one (1) new ordinary share in the Company at a subscription price corresponding to seventy (70) per cent of the volume-weighted average share price of the Company's ordinary share on Nasdaq Stockholm during the period from and including 11 April 2025 up to and including 28 April 2025, however not lower than the higher of (i) the quota value of the share and (ii) SEK 0.01, and not higher than 125 per cent of the subscription price per ordinary share in the Rights Issue. Warrants series TO 12 have ISIN code SE0023847934. The warrants are intended to be admitted to trading on Nasdaq Stockholm. The warrants will be registered by Euroclear Sweden AB in a record day register in accordance with the Swedish Central Securities Depository and Financial Instruments Accounts Act (*Sw.* lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument), which means that no warrant certificates will be issued.

Warrants series TO 13 that are issued in the Right Issue are issued free of charge and entitle the holder to, during the period 1 September 2025 – 15 September 2025, subscribe for new ordinary shares in the Company. One (1) warrant series TO 13 entitles to subscription of one (1) new ordinary share in the Company at a subscription price corresponding to seventy (70) per cent of the volume-weighted average share price of the Company's ordinary share on Nasdaq Stockholm during the period from and including 14 August 2025 up to and including 27 August 2025, however not lower than the higher of (i) the quota value of the share and (ii) SEK 0.01, and not higher than 125 per cent of the subscription price per ordinary share in the Rights Issue. Warrants series TO 13 have ISIN code SE0023847942. The warrants are intended to be admitted to trading on Nasdaq Stockholm. The warrants will be registered by Euroclear Sweden AB in a record day register in accordance with the Swedish Central Securities Depository and Financial Instruments Accounts Act (*Sw*. lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument), which means that no warrant certificates will be issued.

COSTS IMPOSED ON INVESTORS

No costs are imposed on investors participating in the Offering. When trading in unit rights and BTU, however, brokerage is normally paid in accordance with applicable terms for securities trading.

PREFERENTIAL RIGHTS AND UNIT RIGHTS

Anyone who, on the record date 27 January 2025, is registered as a shareholder in the share register held by Euroclear Sweden AB on behalf of Alligator is entitled to subscribe for units in the Rights Issue with preferential rights in relation to the number of shares held on the record date. Holders of unit rights have preferential rights to subscribe for units in relation to the number of unit rights that are held and exercised. In addition, shareholders and other investors are offered to subscribe for units without unit rights.

UNIT RIGHTS

The right to subscribe for units is exercised through unit rights. Shareholders in Alligator are entitled to thirty-seven (37) unit rights for each existing ordinary share. Ten (10) unit rights entitle to subscription of one (1) unit.

TRADING IN UNIT RIGHTS

Trading in unit rights, with ticker ATORX UR and ISIN code SE0023847975, is intended to place on Nasdaq Stockholm during the period from and including 29 January 2025 up to and including 7 February 2025. Securities institutions with the necessary authorization will handle the brokering of purchases and sales of unit rights. Anyone wishing to buy or sell unit rights must therefore contact their bank or broker. In such trading, brokerage is normally paid.

IMPORTANT DATES AND INFORMATION ON UNIT RIGHTS

Application for subscription of units by exercise of unit rights shall be made through simultaneous cash payment during the period 29 January 2025 – 12 February 2025. Please note that unit rights which are not exercised are void after the expiration of the subscription period and thus lose their value. Unit rights that are not exercised will be deregistered from each shareholder's VP account without notice from Euroclear Sweden AB. In order not to lose the value of the unit rights, they must either be exercised for subscription of units no later than 12 February 2025 or sold no later than 7 February 2025. Please note that the procedure for unit rights that are not exercised may vary depending on the nominee and in some cases unit rights are automatically sold in the event the nominee is not contacted well in advance before the expiration of the subscription period. For further information about each nominee's handling of unexercised unit rights, the nominee should be contacted separately.

ISSUE STATEMENT AND APPLICATION FORMS

DIRECTLY REGISTERED SHAREHOLDERS

Shareholders who, on the record date 27 January 2025, are registered in the share register held by Euroclear Sweden AB on behalf of the Company, will receive a pre-printed issue statement. The pre-printed issue statement shows, among other things, the number of unit rights received. Anyone who is included in the list of pledge holders and others, specifically kept in connection with the share register, will not receive an issue statement but are noticed separately. VP notices, reporting the registration of unit rights on shareholders' VP accounts, will not be sent out.

NOMINEE-REGISTERED SHAREHOLDERS

Shareholders whose holdings in Alligator are nominee-registered with a bank or other nominee will not receive a pre-printed issue statement. Subscription and payment, with or without preferential rights, shall be made in accordance with instructions from the respective nominee.

SUBSCRIPTION WITH PREFERENTIAL RIGHTS

Subscription with preferential rights shall be made through simultaneous cash payment no later than 12 February 2025. Subscription through payment shall be made either by the pre-printed payment notice sent out with the issue statement or by the payment notice that is attached to the special application form 1 according to the following options:

1) Pre-printed payment notice

In case all unit rights received on the record date are used for subscription of units, only the pre-printed payment notice sent out shall be used as a basis for subscription through cash payment. The special application form 1 shall in that case not be used. Please note that application for subscription is binding.

2) Special application form 1

In case unit rights are acquired or sold, or a different number of unit rights than what appears from the pre-printed issue statement is used for subscription of units, the special application form shall be used as a basis for subscription through cash payment. The shareholder shall, on the special application form 1, state the number of units that the shareholder subscribes for and on the attached payment notice state the amount to be paid. Payment is thus made through the use of the payment notice. An incomplete or incorrectly completed application form may be disregarded. Please note that application for subscription is binding.

The special application form 1 can be obtained by Vator Securities through the contact information below. A completed application form shall, in connection with payment, be sent or submitted to the address below and be received by Vator Securities no later than 15:00 CET on 12 February 2025. It is only allowed to submit one (1) special application form 1. In case more than one application form is submitted, only the last one received will be considered. Other application forms will thus be disregarded. Please note that application for subscription is binding.

Vator Securities AB
Case: Alligator Bioscience
Kungsgatan 34
SE-111 35 Stockholm, Sweden

Telephone: +46 (0)8-5800 65 912
E-mail: emissioner@vatorsec.se

SUBSCRIPTION WITHOUT PREFERENTIAL RIGHTS

Subscription of units without preferential rights shall be made during the same period as subscription of units with preferential rights, that is, from and including 29 January 2025 up to and including 12 February 2025. Application for subscription without preferential rights is made by completing, signing and sending the special application form 2 to Vator Securities or to the nominee. No payment shall be made in connection with application for subscription of units without preferential rights, but shall be made in accordance with what is set out below. The special application form 2 shall be received by Vator Securities no later than 15:00 CET on 12 February 2025. It is only allowed to submit one (1) special application form 2. In case more than one application form is submitted, only the last one received will be considered. Other application forms will thus be disregarded. Please note that application for subscription is binding.

Note that shareholders that have their shareholdings nominee-registered on a depository must apply for subscription without preferential rights to their nominee according to their routines in order to invoke subsidiary preferential rights.

ALLOTMENT PRINCIPLES

If not all units are subscribed for by exercise of unit rights, allotment of the remaining units shall be made within the highest amount of the Rights Issue: firstly, to those who have subscribed for units by exercise of unit rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of unit rights that each and every one of those, who have applied for subscription of units without exercise of unit rights, have exercised for subscription of units; secondly, to those who have applied for subscription of units without exercise of unit rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of units the subscriber in total has applied for; and thirdly, to those who have provided guarantee commitments with regard to subscription of units, in proportion to such guarantee commitments. To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

Please note: Nominee-registered (depository) subscribers, who wish to increase the probability of being allotted without preferential rights by also subscribing for units with preferential rights, must, however, subscribe for units without preferential rights through the same nominee as they subscribed for units with preferential rights with. Otherwise, there is no possibility at the time of allotment to identify a particular subscriber who has subscribed for units both with and without unit rights.

ALLOTMENT UPON SUBSCRIPTION WITHOUT PREFERENTIAL RIGHTS

Notice of any allotment of units subscribed for without preferential rights is provided by sending an allotment notice in terms of a settlement note. Payment must be made no later than the third business day after the notice of allotment has been sent to the subscriber by settlement notice. No notice is given to persons who have not received allotment. If payment is not made on time, the units may be transferred to someone else. Should the sale price in the event of such transfer fall below the price in the Offering, the person who originally received the allotment of these units may be liable for all or part of the difference.

SHAREHOLDERS RESIDING IN CERTAIN UNAUTHORIZED JURISDICTIONS

Allotment of unit rights and the issue of units upon the exercise of unit rights to persons residing in countries other than Sweden may be affected by securities legislation in such countries, see "*Important information*" in the beginning of the Prospectus. For this reason, with some exceptions, shareholders who have their existing shares directly registered in VP accounts with registered addresses in the United States, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia,

Singapore, South Africa, South Korea, or any other jurisdiction in which participation would require additional prospectuses, will not receive any unit rights on their respective VP accounts or be allowed to subscribe for units. In other countries than Sweden, which are also part of EEA, an offering of securities may only be made in accordance with an exception from the Prospectus Regulation. The unit rights that would otherwise have been delivered to such shareholders will be sold and the proceeds of the sale, less costs, will thereafter be paid to affected shareholders to the return account that is connected to the VP account. Amounts of less than SEK 100 will not be paid out.

No Relevant Person accepts any responsibility for any violation by any person, whether or not such person is a prospective investor in the Securities, of any securities regulations.

PAID-UP SUBSCRIBED UNIT (BTU)

Subscription through payment is registered with Euroclear Sweden AB as soon as possible, which is normally a few business days after payment. Thereafter, the subscriber receives a VP notice with confirmation that BTU has been booked into the subscriber's VP account. The subscribed units are booked as BTU in the VP account until the Rights Issue has been registered with the Swedish Companies Registration Office.

TRADING IN BTU

Trading in BTU (*Sw*. betald tecknad unit, BTU), with ticker ATORX BTU and ISIN code SE0023847983, is intended to take place on Nasdaq Stockholm as from and including 29 January 2025 up to and including 4 March 2025.

DIVIDEND

The ordinary shares that are issued in connection with the Rights Issue entitle to dividend from the first record date for dividends that fall after the issue resolution. Ordinary shares that are issued upon exercise of warrants series TO 12 or TO 13 entitle to dividend from and including the first record date for dividends that fall after the subscription is executed in such a way that the shares have been registered as interim shares in the Company's share register.

DELIVERY OF UNITS, SHARES AND WARRANTS

As soon as the Rights Issue has been registered with the Swedish Companies Registration Office, which is expected to take place around week 9, 2025, BTU is converted to ordinary shares and warrants without notice from Euroclear Sweden AB. For shareholders with nominee-registered shareholdings, the information will be provided by each nominee. Such conversion is expected to take place around week 10, 2025. The new ordinary shares and warrants are intended to be admitted to trading on Nasdaq Stockholm in connection with the conversion.

ADMISSION TO TRADING

The Company's ordinary shares are subject to trading on Nasdaq Stockholm, with ticker ATORX and ISIN SE0000767188. The ordinary shares and warrants that are issued in connection with the Rights Issue (including any ordinary shares, warrants series TO 12 and warrants series TO 13 that may be issued as guarantee compensation to underwriters in the Rights Issue as well as the warrants series TO 12 and TO 13 issued to Fenja Capital within the framework of the Company's loan financing) will be subject to an application for admission to trading on Nasdaq Stockholm. The newly issued ordinary shares and warrants are expected to be admitted to trading around week 10, 2025.

PUBLICATION OF THE OUTCOME OF THE RIGHTS ISSUE

As soon as possible after the subscription period has expired, the Company will publish the outcome of the Rights Issue. The publication will be made through a press release and will be available at the Company's website.

DILUTION

Upon full subscription in the Rights Issue, the share capital will increase by a maximum of SEK 22,487,358.9840 to SEK 23,095,748.7784 through the issuance of a maximum of 28,109,198,730 new ordinary shares, resulting in that the total number of outstanding shares in the Company will increase from 760,487,243 to 28,869,685,973, whereof 28,868,906,804 are ordinary shares and 779,169 are series C shares. Shareholders who choose not to participate in the Rights Issue will, provided that the Rights Issue is fully subscribed, have their ownership of ordinary shares diluted by approximately 97.4 per cent, but are able to financially compensate for this dilution by selling their unit rights. Upon full subscription in the Rights Issue and provided that all warrants series TO 12 and TO 13 that are issued in connection with the Rights Issue are exercised in full, the share capital will increase additionally by a maximum of SEK 33,731,038.4760 to SEK 56,826,787.2544 through the issuance of a maximum of 42,163,798,095 new ordinary shares, resulting in that the total number of shares in the Company will increase further from 28,869,685,973 to 71,033,484,068, whereof 71,032,704,899 are ordinary shares and 779,169 are series C shares, which corresponds to an additional dilution of ordinary shares of approximately 59.4 per cent. The total dilution, upon full subscription in the Rights Issue and full exercise of all warrants series TO 12 and TO 13, thus amount to a maximum of approximately 98.9 per cent of the total number of ordinary shares in the Company after the Rights Issue. If all guarantors choose to receive compensation in the form of units and subsequently exercise all warrants received through compensation units, the compensation entails a dilution for existing shareholders corresponding to approximately 13.1 per cent, based on the number of ordinary shares in the Company upon full subscription in the Rights Issue.

The Company has, within the framework of its loan financing with Fenja Capital, undertaken to issue warrants series TO 12 and TO 13 free of charge to Fenja Capital (with the same terms and conditions as the warrants issued in the Rights Issue) in the event part of the loan from Fenja Capital is still outstanding following the completion of the Rights Issue. For further information about the loan financing, see section "*Legal considerations and supplementary information – Material agreements – Loan agreement with Fenja Capital*". A total of 4,500,000,000 warrants series TO 12 and 2,250,000,000 warrants series TO 13 may be issued to Fenja Capital. In the event all warrants series TO 12 and TO 13 that may be issued to Fenja Capital are exercised for subscription of ordinary shares, a total of 6,750,000,000 new ordinary shares will be issued, which entails a dilution of approximately 19.0 per cent, based on the number of ordinary shares in the Company upon full subscription in the Rights Issue.

OTHER INFORMATION

The Company is entitled to extend the time for subscription and payment in the Rights Issue. Any extension of the subscription period shall be announced by a press release no later than the last subscription day in the Rights Issue, that is, 12 February 2025. The Company is not entitled to terminate the Rights Issue or temporarily withdraw the Offering.

In the event an excessive amount is paid by a subscriber of units, Vator Securities will arrange for the excess amount to be repaid. In such case, Vator Securities will contact the subscriber for information on a bank account to which Vator Securities can repay the amount. No interest will be paid for excess amounts. A subscription of units, with or without unit rights, is irrevocable and the subscriber may not cancel or modify a subscription of units.

Incomplete or incorrectly completed application forms may be disregarded. If the subscription payment is late, insufficient, or paid incorrectly, the subscription may be disregarded or subscription may be made with a lower amount. Payments that are not used will in that case be repaid.

Since Alligator conducts essential services according to the Swedish Screening of Foreign Direct Investments Act (*Sw*. lagen (2023:560) om granskning av utländska direktinvesteringar), certain investments in the Rights Issue may require review by the Inspectorate of Strategic Products (ISP). Alligator will, no later than in connection with the publication of the Prospectus, publish more information about this on the Company's website, www.alligatorbioscience.se/en.

MARKET OVERVIEW

The following is a general description of the markets in which Alligator operates. The Company has reproduced third-party information accurately and, as far as the Company's Board of Directors is aware and can ascertain from information published by third parties, no facts have been omitted that would make the reproduced information inaccurate or misleading. The Company considers these external sources reliable but has not performed an independent verification of these external sources and cannot guarantee that the information therein is accurate or complete. Forecasts and forward-looking statements in this section are thus not guarantees of future performance and actual outcomes and results may differ materially from expectations expressly or implicitly stated herein.

INTRODUCTION

Alligator is a clinical-stage research-based biotechnology company that develops innovative antibody-based drugs for tumor-directed immunotherapy. Immunotherapy is a field of cancer research that is focused on stimulating the immune system to treat and even cure cancer. Tumor-directed immunotherapy is immunotherapy that stimulates the immune system in a more selective way to direct the immune response to the tumor region. Biotechnology involves research and innovation to create products by using cells, proteins or other active biological products in technical applications. As a result, biotechnology companies usually have both a technology platform and a product portfolio. Many biotechnology companies only conduct R&D in the early phases of drug discovery, while large international pharmaceutical companies commercialize drugs in the global market.

MARKET SIZE

NEED FOR CANCER CARE

Cancer is the leading cause of premature death in Europe, the US and other industrialized countries.[5] Almost 18 million new cancer cases are diagnosed worldwide each year,[6] and there were 10 million deaths from cancer worldwide in 2020.[7] The number of new cases is expected to reach 21.6 million by 2025, representing growth of 20 per cent.[8] Approximately 40 per cent of all men and women will be diagnosed with cancer at some point during their lifetimes, based on 2016-2018 data,[9] indicating a major need for advanced cancer care.

One reason for the growth in cancer rates is increased longevity. Another is improved diagnostic accuracy. This means that more cancers are being detected, and more often at an early stage, which improves the probability of treatment success. Approximately 25 per cent of the world's cancer cases occur in Europe and nearly 15 per cent in North America, while nearly half of all cancer cases occur in Asia. The incidence rate is approximately 600 per 100,000 persons in Europe and North America. The rate is highest in high-income countries in North America and Europe, as well as in Australia and New Zealand.[10]

Today's cancer therapy is primarily based on surgery, radiation therapy, chemotherapy, and immunotherapy, as well as combinations of these modalities. Even though there has been significant progress in effectiveness and tolerability of these treatments over the last decades, the above numbers indicate that there is still need for better and safer cancer drugs.

[5] IARC International Agency for Research on Cancer (IARC), World Cancer Report: Cancer Research for Cancer Prevention 2020.
[6] World Cancer Research Fund, World Cancer report 2018.
[7] IARC International Agency for Research on Cancer (IARC), Cancer Today (iarc.fr), GLOBOCAN 2020.
[8] IARC International Agency for Research on Cancer (IARC), Cancer tomorrow 2020.
[9] NIH National Cancer Institute, US. The Surveillance, Epidemiology, and End Results (SEER) Program.
[10] IARC International Agency for Research on Cancer (IARC), Cancer Today (iarc.fr), GLOBOCAN 2020.

THE ONCOLOGY MARKET

The increase in cancer cases is reflected by the high social costs of cancer care. In 2021, sales of oncology drugs amounted to USD 280 billion. By 2028, sales of oncology drugs are expected to increase to USD 480 billion and by 2030, sales are expected to amount to USD 680 billion.[11] During the upcoming years, a line of new innovative treatment methods are expected to be released on the market, and the Company believes that new immunotherapies will constitute an important part of these treatment methods for cancer. In 2020, the oncology market accounted for approximately 14 per cent of the total drug market and it is expected to reach 23 per cent by 2026.[12]

THE IMMUNO-ONCOLOGY MARKET

Immuno-oncology is a form of cancer therapy that aims to stimulate the immune system to attack tumors. The market for immuno-oncology is expected to increase by approximately 21 per cent annually and reach USD 140 billion by 2027. So-called immune checkpoint inhibitors such as Keytruda® (Merck), Opdivo® (BMS), Tecentriq® (Roche) and Yervoy® (BMS) are expected to generate combined sales revenues of approximately USD 88 billion by 2027.[13]

A unique feature of the market for biologic drugs (biologics) is that there is not the same level of competition from generic drugs, since it is not yet possible to produce identical molecules at a low cost when patents expire. Competition at product level would require the development of new products that are highly similar (biosimilars). What this means in practice is that any company that wants to compete with biosimilars will have to conduct clinical studies before the competing product is brought to the market. This applies particularly to the type of drug candidates developed by Alligator – agonistic antibodies – since the stimulatory effect can depend on the manufacturing process, which further complicates copying.

PANCREATIC CANCER AND THE PANCREATIC CANCER MARKET

Alligator is developing its lead molecule, mitazalimab, in pancreatic cancer. Approximately 495,000 new cases of pancreatic cancer are registered globally each year.[14] Of these, approximately 20 per cent are eligible for surgery. The vast majority of the remaining patients are left with a poor prognosis with chemotherapy as the only available therapeutic options. Without treatment the expected median survival time is around six months – existing chemotherapies can extend the median survival to between nine and eleven months. Annual mortality from pancreatic cancer is approximately 465,000 and the five-year survival rate is below 5 per cent.

Primarily three first line chemotherapy regiments are currently used in clinical practice. Gemcitabine + nab-paclitaxel provides a median overall survival of 8.1 months with approximately 23 per cent of the patients responding to the treatment.[15]

FOLFIRINOX, a combination of four agents, provides a median overall survival of 11.1 months with approximately 31 per cent of the patients responding to the treatment.[16] The use of FOLFIRINOX is limited by its toxicity profile, and the combination is used only in the pancreatic cancer patients with the best physical status (ECOG score).

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[11] Oncology Market Size, Share, Growth, Trends, Report 2022-2030 (precedenceresearch.com), https://www.precedenceresearch.com/oncology-market; Oncology Market Size USD 447.3 Billion by 2028 https://www.vantagemarketresearch.com/industry-report/oncology-market-1883.
[12] The information has been obtained from the database GlobalData (Pharma Intelligence Center - Drug Sales), September 2021.
[13] The information has been obtained from the database GlobalData (Pharma Intelligence Center - Drug Sales), May 2022.
[14] Fact sheet on Pancreas cancer, WHO/International Agency for Research on Cancer, https://gco.iarc.fr/today/data/factsheets/cancers/13-Pancreas-fact-sheet.pdf.
[15] N Engl J Med 2013; 369:1691-1703; DOI: 10.1056/NEJMoa1304369.
[16] N Engl J Med 2011; 364:1817-1825; DOI: 10.1056/NEJMoa1011923.

NALIRIFOX is a FOLFIRINOX-like regimen, also a combination of four agents, and similarly has a median overall survival of 11.1 months, with approximately 41.8 per cent of patients responding to treatment. In the NAPOLI-3 trial, a randomized Phase 3 study comparing NALIRIFOX with Gemcitabine + nab-paclitaxel, an approximately 2-month survival benefit of the NALIRIFOX was reported.[17] This improvement resulted in an FDA approval for first-line treatment of metastatic pancreatic cancer in February 2024.[18]

Despite these chemotherapy regimens being based on generic components, the global pancreatic cancer market is expected to grow at 11.6 per cent CAGR to approximately USD 5.5 billion by 2029, mainly driven by novel and better chemotherapies and the expected introduction of novel biological drugs.

The clinical practices and the overall survival numbers for Gemcitabine + nab-paclitaxel, FOLFIRINOX- and NALIRIFOX-based regimens were recently confirmed in independent studies.[19,20]

Based on input from leading physicians and key opinion leaders (KOLs), the Company believes that this data is likely to drive a change in clinical practice, with FOLFIRINOX increasingly becoming the primary standard of care in first line mPDAC in the US, thus expanding the patient population addressed by mitazalimab.

The Company's estimation, using an average price point for immuno-oncology drugs, models mitazalimab's peak sales to amount to up to USD 2 billion annually based on several variables including but not limited to clinical response, efficacy, tolerability, market uptake and reimbursement.

COMPETITORS

Alligator's competitors are global pharmaceutical companies and small biotechnology companies that develop antibody-based drugs, and companies developing drugs for treatment of metastatic pancreatic cancer. There are also several biotechnology companies that develop immunotherapies to recognize the same target molecule as Alligator, including AbbVie, Adagen, Apogenix, Apexigen, Celldex, Compass, Genmab, Pieris, Roche, and SeaGen/Pfizer.

MARKET TRENDS

Alligator assesses that the need and demand for novel immunotherapy drugs will increase moving forward. The main market trends identified by the Company are as follows:

- *Growing number of applications for immunotherapy*: The Company's assessment is that immunotherapies have a potential to revolutionize cancer treatment. Immunotherapies were first used to treat malignant melanoma, but as of today, they are approved for numerous kinds of cancers, including kidney, head and neck, gastric, lung and bladder cancer as well as lymphoma.
- *The need for combination therapies*: Although the emergence of immunotherapies has significantly improved cancer treatments over the past decade, only 15-25 per cent of patients experience a lasting clinical effect with current treatments. To improve the result of treatments, combination therapies, which combine different treatment modalities, have become the cornerstone of cancer treatment. The Company believes that the scope of combination therapies will increase significantly during the next couple of years. With its unique effect and safety profile, Alligator's antibody drugs are very well suited for combination therapies.

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[17] Lancet. 2023 Oct 7;402(10409):1272-1281; DOI: 10.1016/S0140-6736(23)01366-1.
[18] https://www.fda.gov/drugs/resources-information-approved-drugs/fda-approves-irinotecan-liposome-first-line-treatment-metastatic-pancreatic-adenocarcinoma, November 2024.
[19] Adv Ther. 2022 Dec;39(12):5433-5452; DOI: 10.1007/s12325-022-02317-9.
[20] JAMA Netw Open. 2024 Jan 2;7(1):e2350756; DOI: 10.1001/jamanetworkopen.2023.50756.

- *Partnerships between pharmaceutical companies*: Partnerships are increasing between Big Pharma and small research-based biotechnology and pharmaceutical companies in drug discovery and development. The cost of drug development is high, which is why small research-based pharmaceutical companies often choose to license their products to Big Pharma before large-scale clinical studies are carried out. Big Pharma then carries out the clinical studies that are required and commercialize the drug in the global market. This streamlines the product development process from concept to commercialization and distributes the risks between the parties. The research-based biotechnology and pharmaceutical companies also receive early returns in terms of upfront and milestone payments linked to development. In addition, licensing contracts usually entitle the small companies to sales-related milestone payments and royalties on sales, which secures long-term revenues.
- *Demographic trend*: Driven by demographic trends such as population aging in developed countries and rising incomes along with improved access to, and more widespread use of, drugs in emerging markets, the Company expects the total pharmaceutical market to grow.
- *Increased expenditure and investment*: In the years ahead, the Company expects that expenditure will increase, especially in developed countries, due to higher costs for drugs in novel and expensive therapies and a higher price per product in some countries. In addition, development in, for example, developing countries is expected to increase in the years ahead, due to improvements in social safety nets and private insurance.
- *Improved access to medicines*: The Company assesses that global access to medicines will increase. The increase will be driven by a more considerable use of more expensive, patented original drugs in developed countries, more widespread use of cheaper alternatives when patents expire and improved access to medicines in developing countries.

DRUG DEVELOPMENT AND APPROVAL PROCESS

Marketing authorization for a drug is only granted when there is sufficient scientific evidence that the drug is safe and effective. Producing this evidence can be a time-consuming and resource-intensive task, involving preclinical research and clinical studies. It takes at least ten years from initial discovery to the approval of a drug and the entire process requires substantial financial investment. Alligator is active from the early stage of drug discovery up until Phase 2 studies to demonstrate efficacy, and potentially onward.

PHASES OF DRUG DEVELOPMENT AT ALLIGATOR

Discovery

In the Discovery phase, new drug candidates are generated by using different types of technology platforms. The phase also includes the development and evaluation of treatment concepts, evaluation of potential drug candidates and early-stage efficacy studies. The compounds are optimized to achieve the set objectives in terms of function, binding affinity, and stability, after which a drug candidate is selected for further development.

Preclinical

In the preclinical phase, the safety and efficacy of the drug candidate is assessed as well as its clinical potential. Such studies can both be conducted internally and together with external partners, depending on a company's capacity. Alongside preclinical activities, early research continues to acquire a better understanding of the candidate's biological function. This phase also includes the manufacturing of material for upcoming clinical studies.

Phase 1

The first human studies are performed with a small number of subjects, normally 20-80 patients with metastatic cancer. The primary endpoint of these studies is to show that the compound is safe. How the drug is absorbed, distributed, and metabolized is also studied.

Phase 2

The endpoint of Phase 2 studies is to confirm the desired efficacy of the compound, and to determine the optimal dose. Normally, within immuno-oncology, 50-200 patients are tested. By the end of Phase 2, the drug's efficacy, probable dosage, and adverse effect profile should have been determined.

Phase 3

In Phase 3, the compound is tested on a larger group of subjects, up to 3,000 patients. The primary endpoint of Phase 3 studies is to confirm that the new compound is at least as good or better than standard therapies. By the end of Phase 3, there is convincing evidence of the performance and common side effects of the drug, and the documentation required to register the drug has been compiled.

REGULATORY FRAMEWORK

The regulatory framework for obtaining marketing authorization for a drug is comprehensive. The drug must be approved by the competent authority in the country or region where the drug will be marketed. An approved drug is subject to extensive post-approval regulation, such as record keeping, periodic updates of safety reports, product testing and distribution, as well as advertising and marketing. If these requirements are not met, there is a risk that marketing authorization may be revoked or that civil or criminal penalties may be imposed.

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BUSINESS DESCRIPTION

OVERVIEW

Alligator Bioscience AB is a public Swedish biotechnology company that develops novel immuno-oncology drugs for tumor-directed immunotherapy, with the aim of providing more effective treatment with fewer side effects. The strategy is to develop drug candidates that selectively stimulate the immune system in the tumor region, rather than the whole body. There is a major unmet medical need for novel and improved therapies in this area. Alligator has two subsidiaries: Atlas Therapeutics AB and A Bioscience Incentive AB. The Group's operational activities are conducted in the parent company.

HISTORY

Alligator was founded in Lund in 2001. The operations are based on the FIND® technology (a protein optimization technology), which was developed at the Department of Immunotechnology at Lund University under the supervision of Professor Carl Borrebaeck.

Alligator's operations were initially focused on using FIND® to optimize (improve) external customers' protein products on a contract basis. A large number of assignments were carried out during the first few years of Alligator's operations, and Alligator succeeded in improving its customers' protein in line with set targets in all cases. A brief company history including a few milestones in Alligator's history is presented below:

- 2001 – Alligator was founded in Lund.
- 2008 – A strategic decision to focus the operations on immuno-oncology was made.
- 2012 – The Company decided to focus the operations on both mono- and bispecific antibodies.
- 2015 – An exclusive license agreement was concluded with Janssen Biotech, Inc. for further development and commercialization of mitazalimab. A Phase 1 study with mitazalimab in cancer patients commenced.
- 2016 – Alligator was listed on Nasdaq Stockholm and the first day of trading was 23 November 2016.
- 2017 – Positive Phase 1 data for the CD40 antibody mitazalimab were presented.
- 2019 – Positive safety data from a second Phase 1 study with mitazalimab were presented. Alligator regained the global rights to mitazalimab from Janssen Biotech, Inc.
- 2021 – OPTIMIZE-1 was initiated, a Phase 2 study with mitazalimab in metastatic pancreatic cancer.
- 2022 – The safety and dose selection part of OPTIMIZE-1 was completed in the first quarter, and 900 µg/kg mitazalimab was selected as the Phase 2 dose. In the fourth quarter, Shanghai Henlius Biotech Inc. announced the Chinese IND approval for a second Phase 2 clinical study of HLX22/AC101.
- 2023 – The Company published positive interim data from OPTIMIZE-1 in January, and a second positive interim analysis was announced in June. In April, the FDA cleared the Company's IND application for a Phase 2 study of mitazalimab in bladder cancer. Also in April, Alligator announced that the OPTIMIZE-1 study had been fully recruited. Mitazalimab was granted orphan drug designation in US and EU, in May and August, respectively.
- 2024 – The Company announced positive topline data from OPTIMIZE-1 in January, and in June, substantial survival data, according to the Company, was reported from a second read-out at 18 months follow-up. In December, the Company announced a strengthened focus on mitazalimab and a cost-cutting program to strengthen its long-term value-creating capabilities.

- 2025 – The Company announced a positive outcome of regulatory interactions on CMC activities for production of mitazalimab for Phase 3 development in January. The feedback reinforced the Company's manufacturing strategy, significantly reducing the regulatory risk of the program.

OBJECTIVES

Alligator's overall objective is to establish the Company as one of the world's leading innovators in immuno-oncology by effectively developing tumor-directed immunotherapies with unique properties that allow patients to live longer and better lives. Building on its unique position within the CD40 field and its differentiating antibody engineering technologies, Alligator strives to develop the Company's drug candidates through so-called *proof-of-concept* in Phase 2 clinical studies or further and thereby make them attractive to Big Pharma for in-licensing, further development and commercialization.

STRATEGIC FRAMEWORK

The Company believes that for a company like Alligator, economic value is mainly created by out-licensing drug candidates at clinical study stage. Final Phase 3 clinical development as well as marketing and sales is foreseen to primarily be undertaken by the Company's partners.

DISCOVERY STRATEGY AND TECHNOLOGY PLATFORM

Alligator has developed tumor-directed immunotherapies with a focus on active therapies that provide long-lasting tumor-specific immunity. The technologies form the basis for all drug candidates in the Company as of the date of the Prospectus. The Company's technologies and know-how also provide additional value-creating opportunities through potential collaboration and licensing agreements with third parties.

PRECLINICAL DEVELOPMENT STRATEGY

The preclinical studies that have been carried out in the Company have evaluated the safety and toxicity of the antibodies and increased the Company's understanding of the mechanism of action in more complex systems. The latter is crucial for the design of clinical studies. Preclinical studies are required for permission to commence clinical studies, and something that the Company transfers to external parties in the event of a need for additional activities.

MANUFACTURING

Alligator entrusts the production of clinical trial materials to Contract Development and Manufacturing Organizations (CDMOs), an approach that enables the Company to leverage specialized expertise and advanced technology, and ensures both efficient and high-quality development processes.

CLINICAL DEVELOPMENT STRATEGY

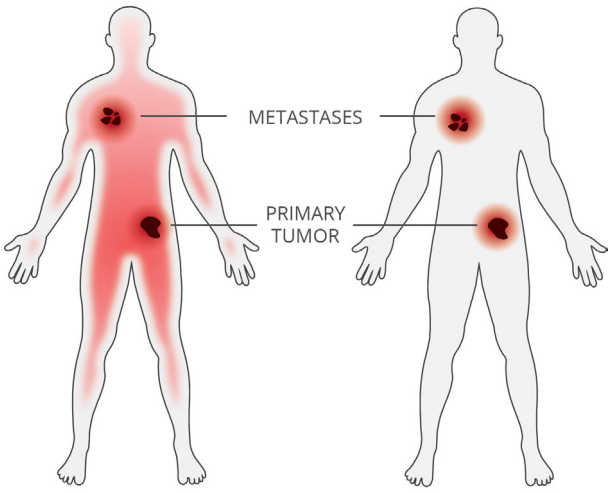
Alligator has the expertise and capacity to design and conduct clinical studies up to and including clinical proof-of-concept in Phase 2. The Company also has the medical and regulatory expertise and ability to analyze clinical data in preparation for late-phase clinical studies. The operational aspects of the clinical development process have been contracted to CROs (Clinical Research Organization), which also makes it possible to conduct clinical studies in several different countries.

BUSINESS DEVELOPMENT STRATEGY

Alligator conducts business development to generate non-dilutive income for the shareholders through out-licensing of antibodies and drug candidates, mainly in the preclinical or clinical phase, or further development through collaboration.

MISSION

The idea behind immuno-oncology is basically to enable the body's own immune system to attack cancer cells and destroy them more effectively. The reason why the immune system cannot do this effectively on its own is that cancers have many ways of tricking the immune system. Immuno-oncology therefore uses various strategies to help the immune system recognize cancer cells as enemies, and to harness its inherent ability to fight cancer.



General immune activation (figure to the left) may lead to severe adverse effects. Selective activation (figure to the right) of tumor-specific immune cells to result in fewer adverse effects.

Cancerous tumors often contain a high number of immune cells that can potentially attack and destroy the tumor. However, cancer cells can often find ways to hide from the immune system by activating immunosuppressive agents that inhibit attacks. Immuno-oncology focuses on various strategies to enhance the immune response. The aim of one such strategy is to educate the immune system to *recognize tumor cells*. The aim of another strategy is to *boost or enhance* the capabilities of the immune system so that it attacks the cancer tumor with full force. Alligator's lead drug candidate, mitazalimab, is designed to effectively combine these two strategies. Importantly, these strategies are further emphasized and strengthened in the design of the third generation CD40 agonist like ATOR-4066.

Successful immuno-oncology therapies also have a vaccination-like effect, preventing the specific type of cancer that has been eliminated from reoccurring.

The Company believes that unique drug candidates and innovative technologies differentiate Alligator from the vast majority of its competitors. The Company's drug candidates are developed to stimulate the immune system to selectively attack tumors, without affecting the rest of the body to the same extent.

The Company believes that the greatest advantage of this tumor-directed treatment is the positive effect it has on the tumor, while the adverse effects caused by stimulating the whole immune system can be kept as low as possible, which enables effective combination treatments with other cancer therapies.

BUSINESS MODEL

Alligator's business model is based on proprietary drug development – through clinical Phase 2 when the treatment concept is confirmed in patients, and the value thereby increases substantially. Subsequent to these phases the Company will evaluate the possibility to take the drug candidate to the next phase or to out-license the drug candidate for further development and commercialization by an established pharmaceutical company. This business model enables Alligator to generate revenue before the drug reaches the market, such as upfront payments when agreements are signed and milestone payments during the development process, in combination with royalties based on revenues generated after a product launch. The Company believes that this strategy lowers the overall risk in the Company's development portfolio and enables further development of the Company's drug candidates.

IMMUNOTHERAPY IN BRIEF

No single function of the immune system can eliminate all cancers. Alligator has therefore developed several different types of antibodies with different target molecules that can stimulate different parts of the immune system. This means that Alligator's drug candidates can be developed to treat specific types of cancer. Alligator's drug candidates can also be combined with other therapies, e.g. chemotherapy, to further strengthen the immuno-oncology effect. By working with multiple target molecules, Alligator is also reducing its overall project portfolio risk.

As reflected by the award of the 2018 Nobel Prize in Medicine to Drs. Allisson and Honjo for the discovery of checkpoint inhibitors, the advent of immunotherapy has revolutionized cancer therapy in recent years and is showing positive effects in a high percentage of patients and for a longer period of time compared with standard therapies. The Company also believes that future cancer treatments will involve a combination of multiple drugs.

In the Company's view, standard-of-care combination therapies may have boosted the clinical effect, but they have also led to an elevated risk of serious immune-related adverse events. Alligator believes that the Company's concept of tumor-directed immunotherapy provides an opportunity to solve this, and to offer new and more effective cancer therapies with no increased risk of serious adverse effects.

CD40 TARGET MOLECULE – INCREASES THE PATIENT'S T CELL RESPONSE AGAINST CANCER

Alligator's drug candidate mitazalimab (ADC-1013) is an agonistic (stimulatory) antibody that targets CD40, a receptor on the surface of dendritic cells in the immune system. Dendritic cells detect enemies, such as cancer cells. CD40 stimulation enables dendritic cells to activate the immune system's T cells more effectively. The immune system then attacks the cancer cells selectively. Because of this, treatments with mitazalimab are well suited to combine with chemotherapy, as it destroys tumor cells directly and thereby helps dendritic cells to discover the hostile tumors. Further, mitazalimab is effective on so-called microphages in tumor environments and activation of CD40 on macrophages can enable chemotherapy to better enter tumors and destroy them.

CD40 activation has previously been shown to activate both macrophages, dendritic cells and T cells in patients with pancreatic cancer, and to provide clinical responses in this patient population.

Mitazalimab is differentiated from other CD40 antibodies partly due to its unique binding profile, but also since its immunostimulatory function is dependent on crosslinking to Fc-gamma receptors on immune cells. This localizes the immunostimulation to the tumor where both CD40 and Fc-gamma receptors are expressed at high levels.

In addition to mitazalimab, Alligator is developing a follow-on candidate, the bispecific CD40 antibody called ATOR-4066. In addition to CD40 the drug targets CEA (cardio embryonic antigen) a protein expressed on tumors, but at low levels or not at all in normal tissue, making it a compelling target molecule for tumor-directed cancer therapy.

TUMOR ASSOCIATED ANTIGENS ALLOW EFFICIENT TUMOR TARGETING

Tumor associated antigens (TAA) are proteins expressed on certain tumor types, but at low levels or not at all in normal tissue. In principle, this makes TAAs suitable targets for tumor-directed cancer therapy, and especially for the Neo-X-Prime™ platform. More than 200 TAA, associated with different cancer forms, have been described, however not all TAA are relevant for Alligator, as structure, expression pattern, disease association, technical feasibility etc. must align with the design criteria for new Neo-X-Prime™ molecules. Alligator already targets several TAAs in its pipeline projects; ATOR-4066 targets Cardio embryonic antigen (CEA), a molecule expressed in e.g. gastric and colorectal cancers and ALG.APV-527 targets 5T4 which is expressed in e.g. breast and lung cancers.

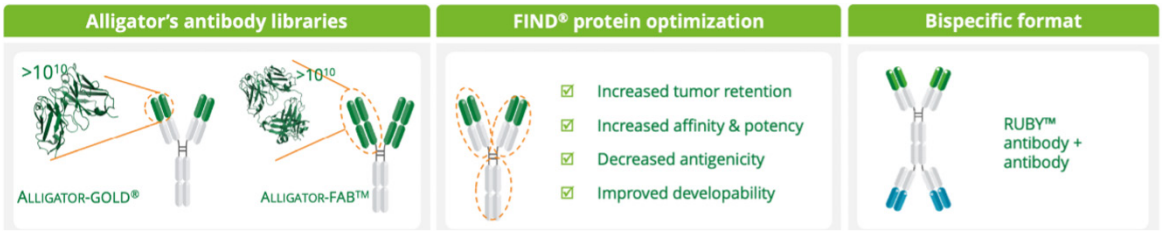
OTHER TARGET MOLECULES IN THE PORTFOLIO

The HLX22/AC101 drug candidate targets the HER2 molecule. HER2 is overexpressed in several tumor types; approximately 13 per cent of all breast cancer patients[21] and approximately 15-30 per cent of gastric cancer patients[22] overexpress HER2. HER2-positive is an overexpression of human epidermal growth factor receptor 2 (HER2) or increased copy numbers of the HER2 gene in the tumor cells. This expression correlates with a more aggressive type of cancer and hence poorer prognosis in both gastric and breast cancer.[23] The delivery of HER2-targeting antibodies into the body blocks the activation of HER2 receptors on the cell surface, which can slow or stop the growth of the tumor.

ALLIGATOR'S TECHNOLOGIES

Alligator's drugs candidates are based on the Company's patented technology platforms, including FIND® (protein optimization technology), ALLIGATOR-GOLD® and ALLIGATOR-FAB™ (antibody libraries) and the bispecific antibody format called RUBY™.[24]

TECHNOLOGY PLATFORM

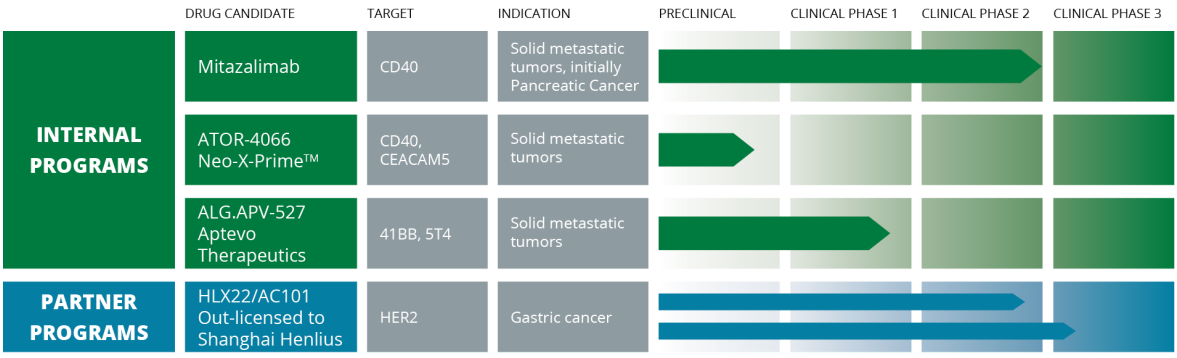


[21] Annual report 2016. National quality register for breast cancer (*Sw*. Nationellt kvalitetsregister för bröstcancer) (NKBC) 2017-08-29.
[22] HER2 in Gastric Cancer: ESMO Biomarker Factsheet (https://oncologypro.esmo.org/education-library/factsheets-on-biomarkers/her2-in-gastric-cancer).
[23] J Clin Oncol. 2010 Jan 1;28(1):92-8. DOI: 10.1200/JCO.2008.19.9844.
[24] Nyesiga, B., Levin, M., Säll, A., Rosén, A., Jansson, K., Fritzell, S., ... von Schantz, L. (2024). RUBY® – a tetravalent (2+2) bispecific antibody format with excellent functionality and IgG-like stability, pharmacology and developability properties. mAbs, 16(1). https://doi.org/10.1080/19420862.2024.2330113.

ALLIGATOR'S PROJECT PORTFOLIO

INTRODUCTION

Alligator has one drug candidate in late clinical phase; mitazalimab (previously ADC-1013) which is in clinical Phase 2. ATOR-4066, the bispecific successor to mitazalimab, has reached preclinical development. In addition, the Company has drug candidates that are subject to development in collaboration with partners. ALG.APV-527 is being developed in partnership with Aptevo Therapeutics Inc. and is in clinical Phase 1. HLX22/AC101, which is being developed by Shanghai Henlius Biotech Inc. in China, is currently being evaluated in two clinical studies in Phase 2 and Phase 3. Alligator has a share in future revenues for HLX22/AC101.



Future cancer therapies will probably involve a combination of drugs. However, although the combination therapies used to date have boosted the clinical effect, they have also led to a higher risk of serious immune-related adverse events. Alligator's concept with development of tumor directed antibodies which stimulate tumor-infiltrating immune cells, but not other immune cells in the body, focuses on both efficacy and safety, and offers an opportunity to solve this risk. The tolerable safety profile allows this innovative approach to offer new and more effective combination therapies without an increased risk of serious side effects.

THE CLINICAL PROJECT PORTFOLIO IN BRIEF

Mitazalimab	Mitazalimab is an immunostimulatory CD40 antibody for the treatment of metastatic cancer, such as pancreatic cancer. Activation of the CD40 receptor on the immune system's dendritic cells enhances their ability to attack the cancer cells. Positive topline data from the trial was announced at the end of January 2024. In June 2024, substantial survival data, according to the Company, was reported from a second read-out at 18 months follow-up.
ALG.APV-527 – Developed in partnership with Aptevo Therapeutics Inc.	ALG.APV-527 is a bispecific 4-1BB and 5T4 antibody designed for the treatment of metastatic cancer. In July 2017, Aptevo Therapeutics Inc. and Alligator signed a co-development (50/50) agreement for ALG.APV-527. The trial, which is conducted in the United States, was initiated in February 2023 and was fully enrolled during 2024. Topline data from the trial was announced during Q4 2024.
HLX22/AC101 – Driven by Shanghai Henlius Biotech Inc.	HLX22/AC101 is currently under development by Shanghai Henlius Biotech Inc. through its agreement with AbClon Inc. Alligator has a stake in HLX22/AC101 through its subsidiary Atlas Therapeutics AB. HLX22/AC101 is in Phase 2 and Phase 3 clinical development in gastric cancer.

MITAZALIMAB

Phase 2 in pancreatic cancer

Mitazalimab is Alligator's most advanced drug candidate designed for the treatment of metastatic cancers including pancreatic cancer.

Mitazalimab is a stimulatory antibody that targets CD40, a receptor on the immune system's dendritic cells, which are cells that recognize cancer cells in the body. Mitazalimab's stimulation of CD40 enables the dendritic cells to activate the immune system's weapons more effectively – in this case T cells – and to direct the immune system's attack specifically to the cancer cells. The candidate has been optimized using Alligator's unique FIND® technology. In preclinical models, mitazalimab has been shown to induce a potent tumor-targeted immune response and provide long-lasting tumor immunity. Preclinical results have also shown that mitazalimab can be used to treat many different types of cancer.

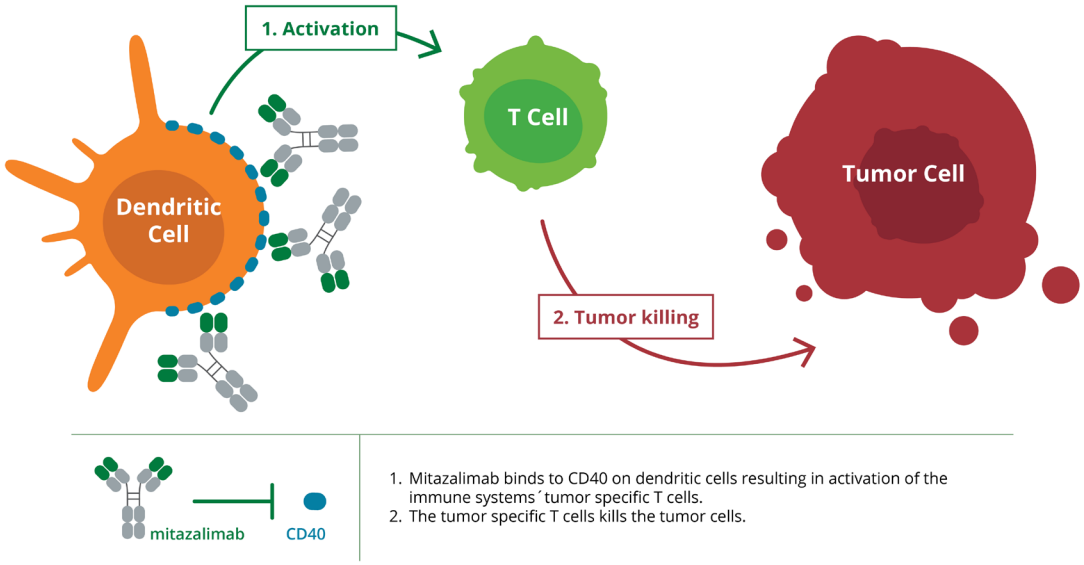
To date, two clinical Phase 1 studies and one clinical Phase 2 study have been conducted with mitazalimab. The first study was conducted by Alligator with a focus on intra-tumoral administration. Clinical data from the second Phase 1 study conducted by Janssen Biotech, Inc. in patients with various solid tumors showed that mitazalimab is safe and well tolerated at clinically relevant dose levels. Early signs of clinical activity were also observed in the study – one renal cancer patient showed partial response, while ten patients maintained stable in their disease progression for at least six months.[25]

Biomarker data from the Phase 1 study confirmed mitazalimab's mechanism of action, showing activation of macrophages, dendritic cells and T cells which is crucial for the destruction of tumor cells and eventually clinical response.[26] These data were corroborated and extended in a study describing the pharmacodynamic changes by analyzing gene transcription in immune cells from patients after mitazalimab administration.[27] Together, the biomarker data validates mitazalimab's mechanism of action; activation of the immune systems in cancer patients.

The Phase 2 OPTIMIZE-1 clinical study is an open-label, multi-center study that assesses the safety and efficacy of mitazalimab (CD40 agonist) in combination with standard of care chemotherapy mFOLFIRINOX, in previously untreated, chemotherapy naive patients. Clinical data from the Phase 2 study demonstrated that mitazalimab in combination with mFOLFIRINOX provides significant survival benefit to pancreatic cancer patients compared to the standard of care.

[25] Invest New Drug. 2023 Feb;41(1):93-104. doi: 10.1007/s10637-022-01319-2.
[26] Invest New Drug. 2023 Feb;41(1):93-104. doi: 10.1007/s10637-022-01319-2.
[27] Cells. 2023 Sep 27;12(19):2365. doi: 10.3390/cells12192365.

Mechanism of action



Mitazalimab provides long-term survival benefits when combined with chemotherapy

OPTIMIZE-1 is the first Phase 2 study with mitazalimab. The open-label, multi-center study evaluates the efficacy and safety of mitazalimab in combination with chemotherapy (mFOLFIRINOX) in patients with metastatic pancreatic cancer, who have not previously been treated with chemotherapy. Promising data have been continuously reported from the study in which 57 patients were evaluated, and where the upcoming read-out at 24 months follow-up in Q1 2025 is a significant milestone that distinguishes mitazalimab from many other treatments for this severe disease. Following the US FDA's recommendations to ensure that mitazalimab is well prepared for evaluation in Phase 3, the Company has enrolled patients in an additional dose cohort of 450 µg/kg to support the dose characterization of the candidate.

Recently reported results

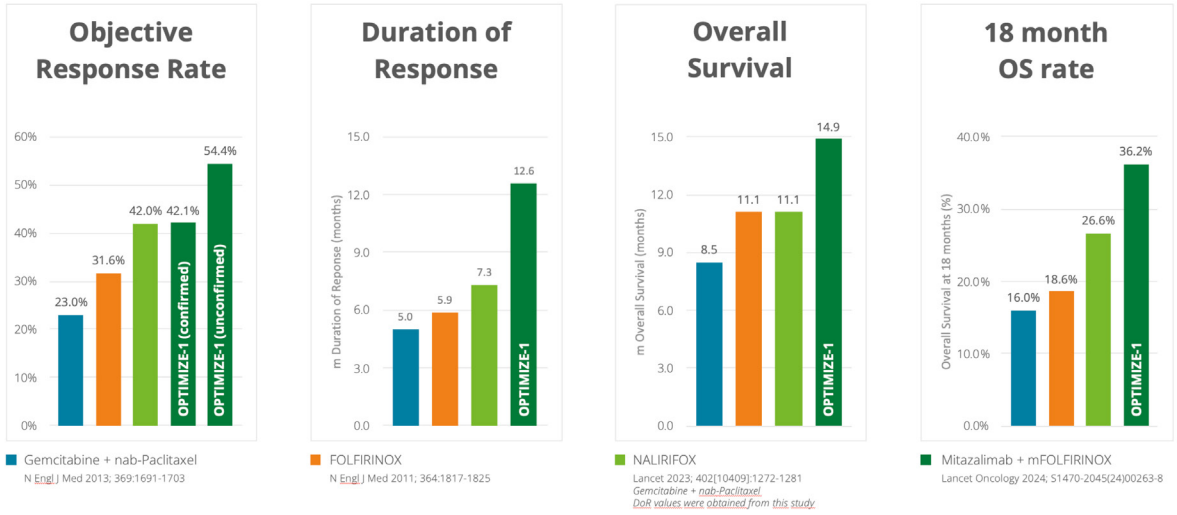
- 18 months follow-up (June 2024):
    - The survival rate at 18 months was almost doubled to **36.2 per cent** in patients treated with mitazalimab in combination with mFOLFIRINOX[28], compared to **18.6 per cent** reported for FOLFIRINOX[29] alone.
    - Median Overall Survival (mOS) was **14.9 months**[30], a result that compared well to the reported **11.1 months** for FOLFIRINOX[31], and more recently for NALIRIFOX[32].
    - At the cut-off point of the analysis, **17 (30 per cent)** of the patients were still alive, and **9 (16 per cent)** remained on treatment. The longest ongoing treatment was **24 months**.
    - The confirmed Objective Response Rate (ORR) was **42.1 per cent**[33], a result that compared well to the reported ORR of **31.6 per cent** in a similar patient population

[28] Lancet Oncol. 2024 Jul;25(7):853-864; DOI. 10.1016/S1470-2045(24)00263-8.
[29] N Engl J Med 2011; 364:1817-1825; DOI: 10.1056/NEJMoa1011923.
[30] Lancet Oncol. 2024 Jul;25(7):853-864; DOI. 10.1016/S1470-2045(24)00263-8.
[31] N Engl J Med 2011; 364:1817-1825; DOI: 10.1056/NEJMoa1011923.
[32] Lancet. 2023 Oct 7;402(10409):1272-1281; DOI: 10.1016/S0140-6736(23)01366-1.
[33] Lancet Oncol. 2024 Jul;25(7):853-864; DOI. 10.1016/S1470-2045(24)00263-8.

treated with FOLFIRINOX[34] alone and an ORR of **42 per cent** reported for NALIRIFOX[35]. Unconfirmed ORR was **54.4 per cent** in the 57 patients evaluated.[36]

- Median Duration of Response (DoR) was **12.6 months**[37], an outstanding outcome in this aggressive disease and significantly longer than the **5.9 months** reported for FOLRIFINOX[38], and **7.3 months** reported for NALRIFOX[39].

A comparison of mitazalimab + mFOLFIRINOX with *Standard of Care*



As per the date of the Prospectus, 16 patients are still alive, whereof 11 patients have participated in the study for over 24 months. Five patients remain on treatment in the 900 µg/kg cohort; all have been treated for over 24 months.

Mitazalimab was granted orphan drug designation for treatment of pancreatic cancer on 18 May 2023 in the US and on 21 August 2023 in the EU.

Development beyond Phase 2

Alligator has undertaken discussions with the US Food and Drug Administration (FDA) and has been able to establish a clear development and approval pathway for mitazalimab in pancreatic cancer. Based on the emerging data from the OPTIMIZE-1 study, the FDA has provided additional guidance and has endorsed OPTIMIZE-1 as a Phase 3 enabling study, provided that the study is expanded by an additional 15 patients at a dose of 450 µg/kg mitazalimab. Alligator completed patient enrollment for this cohort in July 2024 and expects to report the necessary exposure and response data at the 6-month follow-up in Q1 of 2025. As a result, Alligator expects that mitazalimab can proceed directly into a global Phase 3 study, which also includes the possibility of accelerated approval, which Alligator is preparing to initiate together with a partner in the second half of 2025.

[34] N Engl J Med 2011; 364:1817-1825; DOI: 10.1056/NEJMoa1011923.
[35] Lancet. 2023 Oct 7;402(10409):1272-1281; DOI: 10.1016/S0140-6736(23)01366-1.
[36] Lancet Oncol. 2024 Jul;25(7):853-864; DOI. 10.1016/S1470-2045(24)00263-8.
[37] Lancet Oncol. 2024 Jul;25(7):853-864; DOI. 10.1016/S1470-2045(24)00263-8.
[38] N Engl J Med 2011; 364:1817-1825; DOI: 10.1056/NEJMoa1011923.
[39] Lancet. 2023 Oct 7;402(10409):1272-1281; DOI: 10.1016/S0140-6736(23)01366-1.

Mitazalimab was granted orphan drug designation by the FDA and the EMA in 2023. Subsequently, Alligator has discussed the development strategy with the FDA and the Paul Ehrlich Institut (PEI) of Germany creating a clear path toward EU and US approval for mitazalimab as a first-line treatment in metastatic pancreatic cancer in combination with mFOLFIRINOX. A recent CMC interaction with FDA in December 2024 reinforced feedback received from PEI in July 2024, confirming that the CMC work completed and planned for early 2025 is Phase 3-enabling. To support the initiation of a Phase 3 trial in 2025, Alligator expanded patient recruitment during 2024 in the ongoing OPTIMIZE-1 study by enrolling an additional 15 patients at the 450 µg/kg dose level. This decision aligns with guidance received from the FDA in December 2023. Results from this cohort, along with updates on the 900 µg/kg dose group, are anticipated to be reported in Q1 2025. While the final Phase 3 trial design will be presented to the FDA during Q1 2025 at an End of Phase 2 meeting, it has already been reviewed in consultation with both the FDA and the PEI. Notably, both regulatory authorities have agreed that the outcomes of the planned interim analysis may serve as a basis for Biologics License Application (BLA) and Market Authorization Application (MAA) approval.

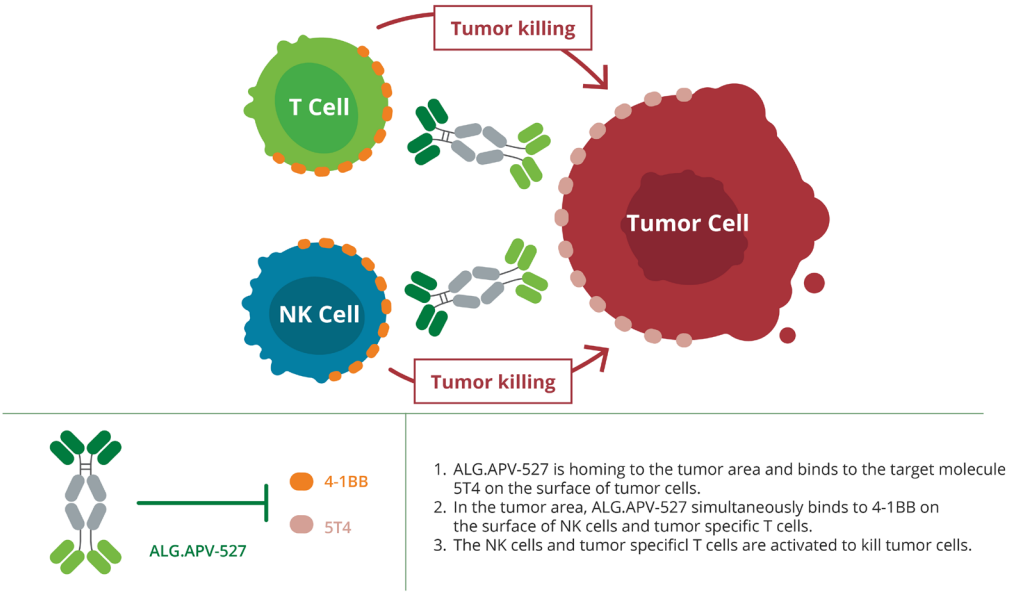
ALG.APV-527

Co-development with Aptevo Therapeutics Inc.

ALG.APV-527 is a bispecific antibody that targets the 4-1BB and 5T4 molecules and is expected to stimulate T cells and NK cells driving tumor specific immune attacks. 5T4 is a protein preferentially expressed on several tumor types including triple negative breast cancer and renal cell carcinoma. ALG.APV-527 requires simultaneous binding to 4-1BB and 5T4 to stimulate T cells and NK cells, thereby securing that it will only drive immune responses in the tumor and not elsewhere in the body, thus securing a favorable balance between efficacy and safety.

In July 2017, Aptevo Therapeutics Inc. and Alligator signed an agreement regarding the co-development of ALG.APV-527. Under the agreement, both companies will own and finance the development equally (50/50). The original molecules of the tumor-binding and immunomodulatory parts of ALG.APV-527 was developed using Alligator's proprietary ALLIGATOR-GOLD® antibody library. The bispecific molecule was further developed and improved with the technology platform ADAPTIR™, which has been developed by the partner Aptevo Therapeutics Inc. By combining a tumor-binding and an immunomodulatory part in one and the same molecule, a drug candidate has been created whose effect is selectively targeted to the tumor and activates the anti-tumor-specific immune cells present there.

Mechanism of action



1. ALG.APV-527 is homing to the tumor area and binds to the target molecule 5T4 on the surface of tumor cells.
2. In the tumor area, ALG.APV-527 simultaneously binds to 4-1BB on the surface of NK cells and tumor specific T cells.
3. The NK cells and tumor specificl T cells are activated to kill tumor cells.

Project status: Phase 1 dose escalation completed

In recent years prior to the publication of the Prospectus, preclinical data for ALG.APV-527 has been presented at several international conferences. In November 2022, consolidated preclinical data was published in the peer-reviewed journal Molecular Cancer Therapeutics.[40] The data demonstrates that ALG.APV-527 effectively and selectively stimulates and strengthens the T cell response in the tumor, leading to tumor elimination. ALG.APV-527 also induces a tumor-specific immunologic memory in experimental disease models. Furthermore, the data shows that ALG.APV-527 has a good preclinical safety profile, with no signs of systemic immunostimulation or liver toxicity. Overall, the results support the potential of ALG.APV-527 to induce effective tumor-targeted immunostimulation with fewer adverse events.

During Q3 2022, Aptevo Therapeutics Inc. and Alligator submitted an IND application to the US FDA. Later in Q3 2022, the companies received a "may procced notice" from the FDA, allowing the initiation of Phase 1 clinical studies in the US. The Phase 1 study assesses the safety and efficacy of ALG.APV-527 in up to 30 patients with solid tumor types over-expressing 5T4. The first patient in the study was dosed with ALG.APV-527 in February 2023. In March 2024, the Company announced the first interim data from the Phase 1 study with more than half of the planned patients recruited. The data demonstrated an encouraging safety and pharmacokinetics profile for ALG.APV-527, as well early signs of clinical efficacy in heavily pretreated breast cancer patients. In Q4 2024, the Company reported Phase 1 data for the candidate which indicated that trial endpoints of adequate exposure, safety, tolerability and biological activity had been met.

[40] Mol Cancer Ther. 2023 Jan 3;22(1):89-101. DOI: 10.1158/1535-7163.MCT-22-0395.

PRECLINICAL PROJECTS

ATOR-4066

ATOR-4066 is a bispecific antibody developed by Alligator within the Neo-X-Prime™ concept as a sequel to mitazalimab. In addition to CD40, ATOR-4066 targets CEACAM5 (carcinoembryonic antigen 5). CEACAM5 is a protein found in certain tumors, for example colorectal cancer, but not at all or in low amounts in normal tissue, which makes it an attractive target molecule for cancer treatment. Preclinical data show that ATOR-4066 selectively activates dendritic cells and T cells in material form human tumors, and that this activation is dependent on CEA expression in the tumor. Moreover, data from experimental models demonstrate that the molecule activates the immune system and protects against tumors. These results were recently published in the peer-reviewed journal JITC.[41]

The mechanism and potential of ATOR-4066 was strengthened further during the data published at SITC in November 2024 showing that ATOR-4066 alone can eliminate large tumors with heterogenous CEA-expression, thereby limiting tumor-escape mechanisms and forming the basis for single agent use of the molecule in certain cancers. Based on these positive data, Alligator expects to initiate CMC process development and other IND-enabling activities for ATOR-4066 as soon as possible, dependent on operational and financial capability.

In January 2024, the USPTO granted the first US patent for ATOR-4066.

COLLABORATIONS AND OUT-LICENSING AGREEMENTS

AC101 AGREEMENT WITH ABCLON INC.

Through its subsidiary Atlas Therapeutics AB, Alligator holds a participating interest in the clinical Biosynergy (HLX22/AC101) project, run by the Korean company AbClon Inc. The HER2 antibody AC101 is currently being developed by the Chinese company Shanghai Henlius Biotech Inc., which expanded its rights to encompass a global license for development and commercialization in 2018. Alligator incurs no overheads for this project but is entitled to 35 per cent of the revenue received by AbClon Inc. from out-licensing to Shanghai Henlius Biotech Inc. In previous financial years, Alligator has received two milestone payments totaling USD 3 million. HLX22/AC101 entered into Phase 2 clinical development in gastric cancer during Q3 2021, a study that is expected to be completed in December 2025. In Q4 2022, Shanghai Henlius Biotech Inc. announced the Chinese IND approval for a second Phase 2 clinical study of HLX22/AC101 in gastric cancer. In September 2024, Shanghai Henlius Biotech Inc. reported updated Phase 2 clinical data for HLX22/AC101 at the 2024 ESMO Gastrointestinal Cancers Congress, showing that HLX22/AC101 in combination with trastuzumab (HLX02) and chemotherapy significantly prolonged progression-free survival and led to an increased antitumor response in patients with HER2-positive gastric cancer. An additional IND for a multicenter Phase 3 study of HLX22/AC101 in combination with trastuzumab and chemotherapy was approved by the US FDA in May 2024, in which the first patient was dosed in Q4 2024.

TECHNOLOGY AGREEMENT WITH BIOTHEUS INC.

In August 2019, an agreement was concluded with the Chinese company Biotheus Inc. Biotheus Inc. obtained the Chinese rights (China, Hong Kong, Taiwan and Macao) to an antibody from the ALLIGATOR-GOLD® library. Under the agreement, Alligator is entitled to potential upfront payments and future milestone and license option payments totaling USD 142 million. To date, Alligator has received upfront payments of about USD 1 million, for events such as positive results after an initial evaluation period.

[41] J Immunother Cancer. 2022 Nov;10(11):e005018. DOI: 10.1136/jitc-2022-005018.

SUPPLIERS AND MANUFACTURING

The biologic drugs developed by Alligator are derived from so-called stable cell lines. To be tested in humans, the generation of these cell lines must comply with good manufacturing practice. In addition to regulatory compliance, selecting a cell line with the ability to produce sufficiently high quantities of a high-quality product is also important. This is a time-consuming and technologically advanced process.

Alligator outsources all GMP manufacturing of clinical trial materials (CTM) to contract manufacturers. A thorough procurement is carried out prior to the manufacture of each drug candidate, and the contract manufacturer must be able to demonstrate a quality management system that meets the regulatory requirements for CTM manufacturing, which also applies to later manufacturing in commercial phase. In addition, the company must have the capacity and expertise required to meet Alligator's high standards. Alligator has extensive in-house experience of this type of procurement, as well as management of outsourced CTM manufacturing. The purely operational parts of the clinical development process are also outsourced, to CRO companies, which also makes it practically possible to conduct clinical studies in several different countries.

Having demonstrated clinical activity of mitazalimab, the Company has initiated a collaboration with the US based contract manufacturer ThermoFisher and have together completed the development of a process suitable for Phase 3 clinical development and commercial supply. Feedback from dialogues with regulatory authorities has reinforced the Company's manufacturing strategy, significantly reducing the regulatory risk of the program.

IP RIGHTS AND PATENT PORTFOLIO

Alligator is actively working with intellectual property (IP) rights and strives to maximize the protection, and thereby the commercial value, of the Company's innovations and technologies by obtaining patents in all key global markets, including the EU, the United States, China, and Japan. Alligator's policy is to file patent applications to protect the technologies, innovations and improvements related to drug candidates that are considered valuable for the Company's development. The Company is also reliant on the protection of trade secrets, undisclosed know-how and continued technological innovation to maintain and strengthen its position in the antibody-based immunotherapy market. Alligator's most important patents and patent applications are summarized in the table below. Patent term extensions are available in many territories and provide extra duration of protection, beyond patent expiry, for products that require a marketing authorization (MA).

Drug candidate	Description	Summary	Projected expiry dates*
Mitazalimab	Four patent families related to anti-CD40 antibodies (including Mitazalimab), and combination therapies	The portfolio relating to Mitazalimab comprises four families, 25 pending applications and 59 granted filings. The filings are in 32 countries and includes key territories such as Australia, Canada, China, Europe (including Germany, Denmark, France, the United Kingdom, the Netherlands and Sweden), Japan, Mexico, New Zealand, Russia, Singapore, South Korea, and the United States.	2032-2044
ATOR-1017	Four patent families related to anti-4-1BB antibodies (including ATOR-1017), and combination therapies	The portfolio relating to ATOR-1017 comprises four families, 14 pending applications (including two PCT applications), two allowed applications and eleven granted patents. The filings are in 15 countries and includes key territories such as Australia, Canada, China, Europe, Hong Kong, India, Israel, Japan, Mexico, New Zealand, Russia, Singapore, South Korea, and the United States.	2037-2043
ALG.APV-527	Two patent families related to bispecific antibodies targeting 4-1BB/5T4 (including ALG.APV-527)	The portfolio relating to ALG.APV-527 comprises two families, 19 pending applications and 22 granted filings. The filings are in 125 countries and includes key territories such as Australia, Canada, China, Europe (including Germany, France, Denmark, Switzerland, the United Kingdom, the Netherlands and Sweden), Japan, Mexico, New Zealand, Russia, Singapore, South Korea, and the United States.	2037-2038
ATOR-4066	Two patent families related to CD40-CEA bispecific antibodies (including ATOR-4066)	The portfolio relating to ATOR-4066 comprises two families with 15 pending applications. The filings are submitted in 13 territories, including important territories such as Australia, Canada, China, Europe, Hong Kong, India, Israel, Japan, Mexico, Singapore, South Korea and the United States.	2042-2044

** Excluding expected patent term extension for up to 5.5 years.*

Technologies	Description	Summary	Projected expiry dates
ALLIGATOR GOLD®	One patent family related to an antibody library	The portfolio relating to ALLIGATOR GOLD® comprises one family with five granted filings in the following key territories: Europe (Germany, France, the United Kingdom and Sweden) and the United States.	2035-2036
RUBY™	Three patent families related to a bispecific antibody format	The portfolio relating to RUBY™ comprises three families with ten pending applications (including a GB priority application) in the following key territories: Europe, China, Japan, South Korea, the United Kingdom and the United States.	2039-2042
Neo-X-Prime™	Two patent families related to bispecific antibodies targeting dendritic cells and overexpressed tumor antigen	The portfolio relating to Neo-X-Prime™ comprises two families with a total of six pending applications in the following key territories: Europe, China, and the United States.	2039

EMPLOYEES AND ORGANIZATION

In December 2024, Alligator announced a restructuring to strengthen its long-term value creation capability. The new organization with 15 FTEs has a sharpened focus on the clinical development of the lead candidate mitazalimab. Following the restructuring program, the largest unit is Clinical Operations & Regulatory, which is responsible for putting together and conducting all clinical studies needed to demonstrate the safety and efficacy of Alligator's products, until successful out-licensing. The Non-Clinical Development unit supports the clinical projects and is responsible for the development of a data package sufficient to submit an application to start clinical studies. Alligator continues to have expertise in discovery, which includes development and evaluation of treatment concepts, evaluation of various potential drug candidates and early efficacy studies, and CMC (Chemistry, Manufacturing & Control), which includes the development of manufacturing processes and is responsible for the manufacturing of clinical materials.

In addition to these units, Alligator also has Finance, Investor Relations and Business development functions.

SELECTED HISTORICAL FINANCIAL INFORMATION

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

*The selected historical financial information in the Prospectus shall be read together with the section "Capitalization, indebtedness and other financial information". The financial information is derived from and shall be read together with (i) Alligator's audited annual report as per and for the financial year ended 31 December 2023, which has been prepared in accordance with International Financial Reporting Standards ("**IFRS**"), as adopted by the EU, and (ii) Alligator's unaudited year-end report for the financial year 2024, prepared in accordance with IAS 34 Interim Reporting and the Swedish Annual Accounts Act (Sw. årsredovisningslagen (1995:1554)) which have been incorporated into the Prospectus by reference. Except for Alligator's audited annual report for the financial year 2023, no information in the Prospectus has been reviewed or audited by any auditor.*

ALTERNATIVE PERFORMANCE MEASURES

The performance measures below are presented in accordance with the applied accounting standard and in the same format as previously reported in the Group's annual reports, interim reports, and internal reports in order to create continuity and allow comparisons with previous periods. An alternative performance measure is a financial measure of the development of historical or future earnings, financial position or cash flow that is not defined or specified in IFRS. These measures provide valuable supplementary information to Alligator's management, investors, and other stakeholders to evaluate Alligator's performance. The alternative performance measures are not always comparable with measures used by other companies because not all companies calculate these measures in the same way. Accordingly, these should be considered a supplement to the measures defined in accordance with IFRS.

Unless otherwise stated, the performance measures below have not been audited nor reviewed by Alligator's auditor, but the data regarding the financial year 2023 has been derived from Alligator's audited annual report for 2023. All performance measures are attributable to the Group.

PERFORMANCE MEASURES OF THE GROUP

	Jan – Dec 2023	Jan – Dec 2024
RESULT (TSEK)		
Net sales[1)]	58,107	57,767
Operating profit/loss[1)]	-248,983	-229,141
Profit/loss for the year[1)]	-248,586	-233,890
R&D costs	-264,585	-205,311
R&D costs as a percentage of operating costs excl. impairments	85%	82%
CAPITAL (TSEK)		
Cash and cash equivalents, incl. securities, at end of year[1)]	66,118	64,310
Cash flow from operating activities[1)]	-189,286	-212,426
Cash flow for the year[1)]	-30,184	-1,154
Equity at the end of the year[1)]	11,855	-130,588
Equity ratio at the end of the year, %	10%	-125%
INFO PER SHARE (SEK)		
Earnings per share before dilution[1)]	-0.55	-0.32
Earnings per share after dilution[1), 2)]	-0.55	-0.32
Equity per share before dilution	0.02	-0.17
Equity per share after dilution[2)]	0.02	-0.17
Share price	0.69	0.25
PERSONNEL		
Number of employees at end of year[3)]	58	46
Average number of employees[3)]	56	52
Average number of employees employed within R&D[3)]	46	43

[1)] Defined in accordance with IFRS and audited as regarding full year 2023.

[2)] Dilution effect is not taken into consideration upon negative result and outstanding warrants are not taken into account where the Company's share price on the balance sheet date does not amount to at least the subscription price.

[3)] Operational performance measure.

DEFINITIONS AND CLARIFICATIONS OF ALTERNATIVE PERFORMANCE MEASURES

Alternative performance measure	Definition	Purpose
R&D costs	The Company's direct costs for research and development. Refers to costs for personnel, materials, and external services.	The performance measure shows the costs the Company has for research and development, the Company's core business.
R&D costs as a percentage of operating costs excluding impairments	R&D costs divided with operating costs excluding impairments, that consists of other external costs, costs for personnel and depreciations (excluding impairments of tangible and intangible assets).	The Company's operations are to conduct research and development, which is why the performance measure is a significant performance measure as a measure of efficiency and how much of the Company's costs that are used in R&D.
Cash and cash equivalents including securities, at end of the year	Cash and cash equivalents including securities consist of bank balances, interest funds and publicly traded corporate bonds.	At the time of listing, the Company had a surplus of cash and cash equivalents, whereby a certain proportion was invested in listed corporate bonds in order to obtain a return. The Company uses Cash and cash equivalents including securities as key figures to follow up the Company's liquid position.
Equity ratio at the end of the year, %	Equity as a percentage of total assets.	The Company does not have a steady flow of revenue, as these are generated irregularly in connection with the signing of license agreements and achievement of milestones. Therefore, the Company monitors performance indicators such as Equity ratio in order to assess the Company's solvency and financial stability.
Equity per share before dilution	Equity divided by the number of shares at the end of the year.	The Company does not have a steady flow of revenue, as these are generated irregularly in connection with the signing of license agreements and achievement of milestones. Therefore, the Company monitors performance indicators such as Equity per share before dilution in order to assess the Company's financial stability.
Equity per share after dilution	Equity divided by the total number of shares at the end of the year and any outstanding warrants where the Company's share price on the reporting date is at least equal to the conversion price of the warrant.	The Company does not have a steady flow of revenue, as these are generated irregularly in connection with the signing of license agreements and achievement of milestones. Therefore, the Company monitors performance indicators such as Equity per share after dilution in order to assess the Company's financial stability.

RECONCILIATION OF ALTERNATIVE PERFORMANCE MEASURES

TSEK, unless otherwise specified	Jan – Dec 2023	Jan – Dec 2024
Profit/loss for the year	-248,586	-233,890
Average number of shares before dilution	448,489,815	734,278,406
Earnings per share before dilution, SEK	**-0.55**	**-0.32**
Average number of shares after dilution	448,489,815	734,278,406
Earnings per share after dilution, SEK	**-0.55**	**-0.32**
Operating costs	-310,884	-288,853
Impairment of tangible assets and intangible assets	-	-39,062
Operating costs excluding impairments	**-310,884**	**-249,791**
Reduce of administrative expenses	35,810	34,814
Reduce of depreciation	10,489	9,667
R&D costs	**-264,585**	**-205,311**
R&D costs / Operating costs excluding depreciation and amortization, %	**85%**	**82%**
Equity	11,855	-130,588
Number of shares before dilution	657,954,290	758,209,917
Equity per share before dilution, SEK	**0.02**	**-0.17**
Number of shares after dilution	657,954,290	758,209,917
Equity per share after dilution, SEK	**0.02**	**-0.17**
Equity	11,855	-130,588
Total assets	118,450	104,338
Equity ratio, %	**10%**	**-125%**
Cash and cash equivalents including securities at end of the year	**66,118**	**64,310**

EQUITY AS PER 31 DECEMBER 2024

Alligator's year-end report for the fourth quarter of 2024 shows a negative equity for the parent company as of 31 December 2024. The Board of Directors of Alligator has submitted the following comment in the interim report: "*The Board has noted that the equity is below half of the registered share capital. The Board has considered the provisions in Chap. 25 in the Swedish Companies Act and concluded that the Company has significant surplus values (in amongst others, the mitazalimab project) that with good margin restores the share capital.*"

CAPITALIZATION, INDEBTEDNESS AND OTHER FINANCIAL INFORMATION

CAPITALIZATION AND INDEBTEDNESS

The tables below show the Group's capitalization and indebtedness as of 31 December 2024. The tables in this section show Alligator's interest-bearing liabilities (non-interest-bearing liabilities are not included) on a Group level as per the same date. The financial information in the tables in this section regarding "Capitalization" and "Net indebtedness" is derived from the Group's unaudited year-end report for the financial year 2024. The information presented in this section should be read together with the section "*Selected historical financial information*" and the Company's financial reports, with accompanying notes, which have been incorporated into the Prospectus by reference.

Capitalization

TSEK	31 Dec 2024
Total current debt (including current portion of non-current debt)	**201,451**
- Guaranteed	-
- Secured	-
- Unguaranteed / unsecured	201,451
Total non-current debt (excluding current portion of non-current debt)	**33,475**
- Guaranteed	-
- Secured	-
- Unguaranteed / unsecured	33,475
Shareholder equity	**-130,588**
- Share capital	607
- Legal reserves	-
- Unguaranteed / unsecured	-131,195
Total	**104,338**

Net indebtedness

TSEK	31 Dec 2024
(A) Cash	64,310
(B) Cash equivalents	-
(C) Other current financial assets	-
(D) Liquidity (A)+(B)+(C)	**64,310**
(E) Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	151,273
(F) Current portion of non-current financial debt	10,097
(G) Current financial indebtedness (E)+(F)	**161,370**
(H) Net current financial indebtedness (G)-(D)	**97,060**
(I) Non-current financial debt (excluding current portion and debt instruments)	33,475
(J) Debt instruments	-
(K) Non-current trade and other payables	-
(L) Non-current financial indebtedness (I)+(J)+(K)	**33,475**
(M) Total financial indebtedness (H) + (L)	**130,535**

No significant changes have occurred regarding the Company's equity and liabilities as well as net indebtedness since 31 December 2024.

INDIRECT INDEBTEDNESS AND CONTINGENT LIABILITIES

As per the date of the Prospectus, the Company has no contingent liabilities or other indirect indebtedness.

WORKING CAPITAL STATEMENT

The Board of Directors considers Alligator's existing working capital to be insufficient to finance the Company's continued development needs for the coming twelve-month period from the date of the Prospectus. Working capital in the Prospectus refers to the Company's ability to access cash and cash equivalents in order to fulfil its payment obligations as they fall due for payment. With regard to the Company's planned activities, a working capital deficit is expected to arise in March 2025. The deficit for the coming twelve-month period is estimated to approximately SEK 229 million, including repayment of bridge loans and accrued interest, as well as repayment of loans and accrued interest to Fenja Capital.

To ensure continued successful development in accordance with the Company's business plan and strategy, Alligator has decided to carry out the Rights Issue. The Rights Issue is expected, if fully subscribed, to provide Alligator with initial proceeds of approximately SEK 281 million before deduction of issue costs, which are estimated to approximately SEK 33 million. Thus, the net proceeds from the Rights Issue are estimated to approximately SEK 248 million. In the event all warrants series TO 12 and TO 13 that are issued in the Rights Issue are exercised for subscription of new ordinary shares in May and September 2025, respectively, based on a subscription price of no less than SEK 0.01 and no more than SEK 0.0125, the Company will receive additional proceeds of approximately SEK 422 – 527 million before deduction of issue costs. The Board of Directors' assessment is that the working capital requirement for the coming twelve-month period will be met by available cash and cash equivalents, the net proceeds from the Rights Issue and the potential proceeds from the warrants series TO 12 and TO 13 issued in the Rights Issue. Hereto, the Company may be provided with additional issue proceeds in May and September 2025, respectively, in the event the warrants series TO 12 and TO 13 that may be issued as guarantee compensation to underwriters in the Rights Issue as well as the warrants series TO 12 and TO 13 that may be issued to Fenja Capital as part of the Company's loan financing, are exercised for subscription of new ordinary shares.

If the Rights Issue, despite issued subscription undertakings and guarantee commitments, is not sufficiently subscribed for, the Company may have difficulties conducting its business and executing planned developments at the planned rate. In addition, the Company may want to accelerate its operations and planned development plans. Should these situations occur, the Company intends to investigate alternative financing opportunities, such as additional raising of capital, grants, financing through loans or similar. Upon an unsatisfactory subscription in the Rights Issue and until additional capital can be raised, the Company might also choose to operate the business at a slower pace than planned.

SIGNIFICANT INVESTMENTS AFTER 31 DECEMBER 2024

The Company has not made any significant investments after 31 December 2024 and has not made any firm commitment regarding significant investments since that time.

THE LATEST DEVELOPMENT AND CURRENT TRENDS

In addition to what is stated above as well as under "*Working capital statement*" and the section "*Risk factors*", there are, as far as Alligator is aware, no trends, uncertainty factors, potential recovery claims or other claims, obligations or events which may be expected to have a significant impact on the Company's future prospects, except for the general uncertainty regarding the current global situation due to the ongoing war in Ukraine. So far, the Company's operations have primarily included, and currently include, research and development activities, where there are no known trends regarding production, sales, inventory, costs, or sales prices.

SIGNIFICANT EVENTS AFTER 31 DECEMBER 2024

An extraordinary general meeting in Alligator held on 13 January 2025 approved the resolution from the Board of Directors of 2 December 2024 to carry out the Rights Issue. The Rights Issue will upon full subscription lead to an initial capital raise of approximately SEK 281 million before deduction of issue costs, through the issuance of a maximum of 2,810,919,873 units, consisting of ordinary shares, warrants series TO 12 and warrants series TO 13, at a subscription price of SEK 0.10 per unit.

Apart from the above, there have been no significant changes to the Company's financial position or result after 31 December 2024.

BOARD OF DIRECTORS, SENIOR MANAGEMENT AND AUDITOR

This section contains selected information about the Board of Directors, senior management, and auditors. As far as the Board of Directors is aware, there are no arrangements or agreements with larger shareholders, customers, suppliers, or others, according to which a board member, senior executive or auditor has been chosen or elected, other than what is described in this section.

BOARD OF DIRECTORS

Alligator's Board of Directors currently consists of six board members, including the chairman of the board, deputy chairman of the board and one employee representative. All board members elected by the general meeting are elected for the period until the end of the annual general meeting to be held in 2025.

			Independent in relation to	
Name	**Position**	**Board member since**	**the Company and its senior management**	**major shareholders**
Anders Ekblom	Chairman	2017	Yes	Yes
Hans-Peter Ostler	Deputy chairman	2021	Yes	Yes
Eva Sjökvist Saers	Board member	2021	Yes	Yes
Staffan Encrantz	Board member	2022	Yes	No
Denise Goode	Board member	2022	Yes	Yes
Karin Nordbladh	Board member[1)]	2024	No	Yes

[1)] Employee representative not elected by the general meeting. Karin Nordbladh was deputy board member during 2023 – 2024.

Anders Ekblom

Born 1954. Chairman of the board since 2021 and board member since 2017. Chairman of the remuneration committee.

Education: M.D., D.D.S. and PhD in Physiology from the Karolinska Institute. Associate Professor in Physiology at the Karolinska Institute.

Other ongoing assignments: Chairman of the board of Atrogi AB, Bostadsrättsföreningen Sportpalatset and Xspray Pharma AB (publ). Board member of AnaMar AB, Flerie AB (previously InDex Pharmaceuticals Holding AB), Flerie Invest AB, Mereo BioPharma Group PLC, NxtScience AB and Synerkine Pharma B.V. Deputy board member of XSpray Pharma Futurum AB.

Previous assignments during the last five years: Chairman of the board of Elypta AB. Board member and deputy board member of Bostadsrättsföreningen Sportpalatset. Deputy chairman of the board of LEO Pharma A/S.

Hans-Peter Ostler
Born 1971. Deputy chairman of the board and board member since 2021. Chairman of the audit committee.

Education: Studies in economics and law at the School of Business, Economics and Law and School of Public Administration at Gothenburg University.
Other ongoing assignments: Chairman of the board of Hoodin AB, NH3 Greentech AB and Vakona AB. Board member of Encare AB, Oblique Therapeutics AB (publ) and OPSY AB. Deputy board member of O Mgmt AB. Chief Executive Officer of Tikomed AB.

Previous assignments during the last five years: Chairman of the board of Ectin Research AB, Improve Tec Hönö AB, Improve Tec Hönö Infill AB and Oblique Theraputics AB (publ). Board member of Cinda Pharma AB, Hoodin AB, Inorbit Therapeutics AB, Oblique Theraputics AB (publ), PMD Device Solutions AB, RGNT Electric AB, Sallacor Förvaltning AB and S.P. HMSO Göteborg AB. Chief Executive Officer of Oblique Theraputics AB (publ).

Eva Sjökvist Saers
Born 1962. Board member since 2021. Member of the audit committee.

Education: PhD in Pharmaceutical Science from Uppsala University.

Other ongoing assignments: Chairman of the board of Coegin Pharma AB and Dicot Pharma AB. Board member of ApoEx AB, Bluefish Pharmaceuticals AB (publ), NextCell Pharma AB and Oxcia AB. Deputy board member of Brainstorm Aktiebolag.

Previous assignments during the last five years: Board member of Bluefish Pharmaceuticals AB (publ), Coegin Pharma AB, Empowered Health AB, IDL Biotech AB, Karo Healthcare AB, Recipharm AB and SwedenBIO Service AB. Deputy board member of Bluefish Pharmaceuticals AB (publ).

Staffan Encrantz
Born 1951. Board member since 2022.

Education: Master of Laws from Uppsala University.

Other ongoing assignments: Chairman of the board of Allegro Investment Inc., AnaMar AB, Creston Water Solutions Inc., GovX Inc., Koncentra AB, Koncentra Holding AB, Oxymetal SAS and Sight Sciences Inc. Board member of Allegro Fund GP Ltd., Koncentra Finans AB, KS Large Bore Pistons Group GmbH and Verkstads SMG AB. Managing member of Allegro Investors LLC, Allegro Properties Inv. LLC, and Parkfield Properties Holding LLC.

Previous assignments during the last five years: Chairman of the board of Closing Corp Inc., Harbour Litigation Ltd., Harbour Solutions Group Ltd., Harbour Underwriting Ltd. and Zymbit Inc. Board member of Alestra Ltd., Koncentra Fastighets AB, Koncentra IP Holding AB, Svets & Mekano Fastighet i Vislanda AB, Viking Acq. Corp. and Viking Development Corp. Managing member of Evolve Guest Controls LLC and Rincaro LLC.

Denise Goode
Born 1958. Board member since 2022. Member of the remuneration committee.

Education: Bachelor of Science in Zoology from the University of Manchester, United Kingdom, and Fellow of the Institute of Chartered Accountants in England and Wales.

Other ongoing assignments: Board member of Abliva AB. Chief Executive Officer of QED Life Sciences Limited.

Previous assignments during the last five years: Board member in Dechra Pharmaceuticals PLC. VP Business Development in AnaMar AB.

Karin Nordbladh
Born 1979. Board member (employee representative) since 2024.

Education: Master of Science in Pharmaceutical Bioscience from Uppsala University.

Other ongoing assignments: -

Previous assignments during the last five years: -

SENIOR MANAGEMENT

Name	Position	Member of the senior management since	Employed in the Company since
Søren Bregenholt	Chief Executive Officer	2021	2021
Johan Giléus	Chief Financial Officer	2024	2024
Laura von Schantz	Chief Technology Officer	2023	2014[1)]
Sumeet Ambarkhane	Chief Medical Officer	2022	2022

[1)] Laura von Schantz was board member (employee representative) in the Company during the period December 2016 – March 2023.

Søren Bregenholt
Born 1971. Chief Executive Officer since 2021.

Education: PhD in Biomedical Research from University of Copenhagen, Denmark.

Other ongoing assignments: Chairman of the board of A Bioscience Incentive AB and Atlas Therapeutics AB. Board member of Oblique Therapeutics AB.

Previous assignments during the last five years: Chairman of the board of Medicon Valley Alliance F.M.B.A. and Sharkcell ApS. Chief Executive Officer of Hjerterum Boligindretning ApS.

Johan Giléus
Born 1965. Chief Financial Officer since 2024.

Education: Studies in economy at Stockholm University.

Other ongoing assignments: Board member of Giléus Consulting AB and Giléus Invest AB.

Previous assignments during the last five years: Board member of BHG Group AB, InDex Diagnostics AB and InDex Pharmaceuticals AB. Chief Executive Officer of InDex Diagnostics AB, InDex Pharmaceuticals AB and InDex Pharmaceuticals Holding AB (now Flerie AB). Deputy Chief Executive Officer of InDex Diagnostics AB, InDex Pharmaceuticals AB and InDex Pharmaceuticals Holding AB (now Flerie AB).

Laura von Schantz
Born 1982. Chief Technology Officer since 2023.

Education: PhD in Immuno-technology from Lund University.

Other ongoing assignments: Deputy board member of A Bioscience Incentive AB and Atlas Therapeutics AB.

Previous assignments during the last five years: -

Sumeet Ambarkhane
Born 1978. Chief Medical Officer since 2022.

Education: MD from the University of Mumbai, India.

Other ongoing assignments: -

Previous assignments during the last five years: Executive Medical Director in LAVA Therapeutics NV. Senior Global Program Medical Director in MorphoSys AG.

OTHER INFORMATION CONCERNING THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

None of the board members or senior executives has any family relationship with any other board member or senior executive of Alligator. Except as set out below, none of the board members or senior executives has during the last five years (i) been convicted in fraud-related offences, (ii) been a deputy, board member or senior executive of any company declared bankrupt, placed in receivership or liquidation (other than voluntary liquidation), (iii) been subject to accusation or sanction by any authority mandated by law or regulation (including approved professional associations) or been prohibited by a court from being part of an issuer's administrative, management or control body or from having leading or senior functions with an issuer. There are also no conflicts of interest through which the private interests of board members or senior executives would be contrary to the Company's interests.

During the period November 2022 until November 2023, the Company's deputy chairman of the board Hans-Peter Ostler was a board member of RGNT Electric AB, in which bankruptcy proceedings were initiated in December 2023. Furthermore, Hans-Peter Ostler was during August 2021 to October 2024 board member of Inorbit Therapeutics AB, in which bankruptcy proceedings were initiated in November 2024. Hans-Peter Ostler was also during the period May 2022 to August 2024 chairman of the board of Ectin Research AB, which resolved on liquidation in August 2024 and initiated bankruptcy proceedings in September 2024.

All board members and senior executives can be reached via the Company's address: Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden.

AUDITORS

At the annual general meeting 2024, Öhrlings PricewaterhouseCoopers AB was re-elected as the Company's auditor for the time until the end of the annual general meeting to be held in 2025 with Ola Bjärehäll as the responsible auditor. Ola Bjärehäll is an authorized public accountant and member of FAR, the institute for the accounting profession in Sweden. Prior to the annual general meeting 2023, Ernst & Young Aktiebolag was Alligator's auditor since 2001 with the authorized public accountant Peter Gunnarsson, member of FAR, the institute for the accounting profession in Sweden, as responsible auditor since 2022.

SHARE CAPITAL AND OWNERSHIP STRUCTURE

GENERAL INFORMATION

The Company was founded in 2000 under Swedish law. The Company's shares are issued in accordance with Swedish law and the provisions in the Swedish Companies Act (2005:551) and are denominated in SEK. According to the Company's registered Articles of Association, the share capital may not be less than SEK 520,000 and not more than SEK 2,080,000, divided between not less than 650,000,000 and not more than 2,600,000,000 shares. At the extraordinary general meeting on 13 January 2025, it was resolved, in order to enable the Rights Issue, to adopt new limits for the share capital and the number of shares respectively in the Company's Articles of Association, whereby the Board of Directors is authorized to resolve on the final limits with regards to the outcome in the Rights Issue. The registered share capital of the Company as per 31 December 2024 amounted to SEK 607,191.2688. As per the date of the Prospectus, the Company's share capital amounts to SEK 608,389.7944, divided between 759,708,074 ordinary shares and 779,169 series C shares. Shares in the Company can be issued in two classes, ordinary shares and series C shares. All shares are fully paid up and each share has a quota value of SEK 0.0008. The currency of the Rights Issue is SEK. There are no restrictions regarding the transferability of the shares.

THE RIGHTS ISSUE

An extraordinary general meeting in Alligator held on 13 January 2025 approved the resolution from the Board of Directors of 2 December 2024 to carry out the Rights Issue. The Rights Issue will, upon full subscription, lead to an initial capital raise of approximately SEK 281 million before deduction of issue costs, through the issue of a maximum of 2,810,919,873 units, consisting of ordinary shares (ISIN code SE0000767188), warrants series TO 12 (ISIN code SE0023847934) and warrants series TO 13 (ISIN code SE0023847942), at a subscription price of SEK 0.10 per unit. The warrants that are issued in connection with the Rights Issue are intended to be admitted to trading on Nasdaq Stockholm and recorded by Euroclear in the so-called record day register, which means that no warrant certificates will be issued. For complete terms and conditions for the warrants, please refer to "Terms and conditions for warrants series TO 12 in Alligator Bioscience AB" and "Terms and conditions for warrants series TO 13 in Alligator Bioscience AB" which are found on the Company's website, www.alligatorbioscience.se/en. The shares and the warrants in the Rights Issue are issued in accordance with Swedish law and the currency for the Rights Issue is SEK. The Rights Issue is planned to be registered with the Swedish Companies Registration Office around week 9, 2025. The specified week is preliminary and may change.

CENTRAL SECURITIES DEPOSIT

The Company's articles of association contain a so-called record day provision and the Company's ordinary shares are connected to the electronic securities system with Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, as account operating institution. The shares are registered by person. No share certificates have been issued for the shares. The ISIN code for the Company's ordinary share is SE0000767188. The Company's ordinary shares are admitted to trading on Nasdaq Stockholm.

CERTAIN RIGHTS LINKED TO THE SHARES

VOTING RIGHT

Each ordinary share entitles to one (1) vote and each series C share entitles to one-tenth (1/10) vote at a general meeting in the Company. At a general meeting, each person entitled to vote may vote for the full number of shares owned and represented without limitation in the voting rights.

DIVIDENDS AND PROCEEDS FROM LIQUIDATION

Each ordinary share gives equal rights to the share of the Company's profits and any surplus in the event of liquidation. In the event of liquidation of the Company, each ordinary shareholder has a right to surplus in relation to the number of ordinary shares held by the shareholder. Series C shares do not entitle to dividends, but 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.

Any dividends are resolved by the general meeting on a proposal from the Board of Directors. The right to dividends accrues to the person who is registered in the share register kept by Euroclear Sweden AB at the record date as determined by the general meeting. The dividend is not accrued. If shareholders cannot be reached through Euroclear Sweden AB, the shareholder's claim on the Company with respect to the dividend amount will remain in force and will only be limited by statutory limitations. In the event of statutory limitation, the dividend amount will be forfeited to the Company. Neither the Swedish Companies Act nor Alligator's articles of association contain any restrictions regarding the right to dividends to shareholders outside Sweden. In addition to any limitations imposed by bank or clearing systems in the relevant jurisdictions, payment to such shareholders shall be made in the same manner as for shareholders domiciled in Sweden. Tax legislation in both Sweden and the shareholder's home country may affect the income from any dividends paid, see more under the section "*Taxation*" below. However, shareholders who have limited tax liability in Sweden will normally be subject to withholding tax.

PREFERENTIAL RIGHTS TO SUBSCRIBE FOR NEW SHARES

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. However, there are no limitations in the Company's articles of association that limit the right to, in accordance with the provisions in the Swedish Companies Act, resolve upon an issue of new shares, warrants or convertibles with deviation from the shareholders' pre-emption rights.

CONVERSION OF SHARE

Series C shares held by the Company may, upon resolution of the Board of Directors, be reclassified into ordinary shares.

TAXATION

The tax legislation in the investor's home country and Sweden may have an impact on any income received from the Company's securities. Taxation of any dividend, as well as capital gains and provisions on capital losses on the sale of securities, depends on the specific situation of each individual shareholder. Special tax rules apply to certain types of taxpayers, such as investment companies and insurance companies, and certain types of investments. Each securities holder should therefore consult with a tax adviser for information on the specific consequences that may arise in the individual case, including the applicability and effect of foreign tax rules and tax treaties.

AUTHORIZATIONS

AUTHORIZATION FOR ISSUES

The annual general meeting held on 7 May 2024 resolved to authorize the Board of Directors, up until the next annual general meeting, at one or several occasions, with or without deviation from the shareholders' preferential rights and with or without provisions regarding contribution in kind, set-off or other conditions, to resolve to issue new ordinary shares, convertibles and/or warrants, with the right to convert to and subscribe for ordinary shares. The reason for why a deviation from the shareholders' preferential rights should be possible is to enable the Company to be able to source working capital, to be able to extend the ownership base with one or more owners of strategic importance, to be able to execute acquisitions of companies or operating assets as well as to enable new issues to industrial partners within the framework of partnerships and alliances. The total number of ordinary shares that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 20 per cent of the number of outstanding ordinary shares as per the date when the issue authorization is utilized for the first time. In case the authorization is used for an issue with deviation from the shareholders' preferential rights, the issue shall be made on market conditions.

On 25 June 2024, the Board of Directors of the Company resolved on a directed issue of 8,163,265 convertibles to Fenja Capital based on the above authorization.

AUTHORIZATION FOR ISSUE TO GUARANTORS

The extraordinary general meeting on 13 January 2025 resolved to authorize the Board of Directors to, for the period until the next annual general meeting, on one or several occasions, with deviation from the shareholders' preferential rights and with or without provisions regarding set-off or other conditions, resolve on issue of ordinary shares and warrants to the guarantors in the Rights Issue. Upon exercise of the authorization, the terms and conditions for units shall be the same as in the Rights Issue, meaning that each unit shall consist of ten (10) ordinary shares, ten (10) warrants series TO 12 and five (5) warrants series TO 13, including the subscription price in the Rights Issue.

The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights is to be able to carry out an issue of units as compensation to the guarantors in the Rights Issue. The number of ordinary shares and warrants that may be issued pursuant to the authorization may not exceed the total number of ordinary shares and warrants corresponding to the agreed underwriting fee that the Company has to pay to the guarantors in the Rights Issue.

AUTHORIZATION FOR ISSUE OF WARRANTS

The extraordinary general meeting on 13 January 2025 resolved to authorize the Board of Directors to, on one occasion during the period until the next annual general meeting, with deviation from the shareholders' preferential rights, resolve to issue warrants. The warrants shall be issued free of charge and shall be of the same series as the warrants that are issued in the Rights Issue.

The purpose of the authorization as well as the reasons for the deviation from the shareholders' preferential rights and the warrants being issued free of charge is to enable an issue of warrants series TO 12 and TO 13 to Fenja Capital as part of the restructuring of the Company's existing loan agreement with Fenja Capital (for further information, see section "*Convertibles*" below and the section "*Legal considerations and supplementary information – Material agreements – Loan agreement with Fenja Capital*").

SHARE-BASED INCENTIVE PROGRAMS

The Company has issued warrants under three warrant programs which include employees in the Company as well as three warrant programs including certain board members.

WARRANT PROGRAM LTI 2022 I

The annual general meeting held on 5 May 2022 resolved to implement a warrant program for employees under which a total of 3,700,000 warrants have been issued free of charge to the Company's subsidiary A Bioscience Incentive AB for transfer to the participants in the warrant program. In June 2023, 1,073,000 unallocated warrants were cancelled. Of the original number of warrants, 2,627,000 warrants remain. Transfer to the participants has been made in exchange for cash consideration corresponding to the market value of the warrant at the time of the transfer. In connection with transfers of warrants, the subsidiary has entered into agreements with the participants which entail a right for the subsidiary to, considering customary so-called "good and bad leaver" conditions, repurchase warrants in the event the participant's employment or assignment in the Company terminates or if the participant wants to transfer the warrants. After recalculation due to completed rights issues during 2023 and 2024, each warrant in the program entitles to subscription of 1.38 new ordinary shares in the Company at a subscription price amounting to SEK 2.46 per share. The warrants can be exercised during the period from and including 1 June 2025 up to and including 30 June 2025. As of the date of the Prospectus, participants in the program hold a total of 2,298,666 warrants, while the remaining 328,334 warrants are held by the subsidiary. Upon full exercise of all warrants held by the participants in the program to subscribe for shares, a total of 3,172,159 new ordinary shares will be issued, corresponding to a dilution of approximately 0.42 per cent of the Company's ordinary shares as per the date of the Prospectus. The warrants are subject to customary recalculation conditions in connection with new issues etc.

WARRANT PROGRAM LTI 2022 II

The annual general meeting held on 5 May 2022 furthermore resolved to implement a warrant program for certain board members under which a total of 600,000 warrants have been issued free of charge to the Company's subsidiary A Bioscience Incentive AB for transfer to the participants in the warrant program. In June 2023, 100,000 unallocated warrants were cancelled. Of the original number of warrants, 500,000 warrants remain. Transfer to the participants has been made in exchange for cash consideration corresponding to the market value of the warrant at the time of the transfer. After recalculation due to completed rights issues during 2023 and 2024, each warrant in the program entitles to subscription of 1.38 new ordinary shares in the Company at a subscription price amounting to SEK 2.46 per share. The warrants can be exercised during the period from and including 1 June 2025 up to and including 30 June 2025. As per the date of the Prospectus, the participants in the program hold all outstanding 500,000 warrants. Upon full exercise of all warrants held by the participants in the program to subscribe for shares, a total of 690,000 new ordinary shares will be issued, corresponding to a dilution of approximately 0.09 per cent of the Company's ordinary shares as per the date of the Prospectus. The warrants are subject to customary recalculation conditions in connection with new issues etc.

WARRANT PROGRAM LTI 2023 I

The annual general meeting held on 26 May 2023 resolved to implement a warrant program for employees under which a total of 8,955,000 warrants have been issued free of charge to the Company's subsidiary A Bioscience Incentive AB for transfer to the participants in the warrant program. Transfer to the participants has been made in exchange for cash consideration corresponding to the market value of the warrant at the time of the transfer. In connection with transfers of warrants, the subsidiary has entered into agreements with the participants which entail a right for the subsidiary to, considering customary so-called "good and bad leaver" conditions, repurchase warrants in the event the participant's employment or assignment in the Company terminates or if the participant wants to transfer the warrants. After recalculation due to a completed rights issue during 2024, each warrant in the program entitles to subscription of 1.05 new ordinary shares in the Company at a subscription

price amounting to SEK 1.01 per share. The warrants can be exercised during the period from and including 1 June 2026 up to and including 30 June 2026. As of the date of the Prospectus, participants in the program hold a total of 4,888,333 warrants, while the remaining 4,066,667 warrants are held by the subsidiary. Upon full exercise of all warrants held by the participants in the program to subscribe for shares, a total of 5,132,750 new ordinary shares will be issued, corresponding to a dilution of approximately 0.67 per cent of the Company's ordinary shares as per the date of the Prospectus. The warrants are subject to customary recalculation conditions in connection with new issues etc.

WARRANT PROGRAM LTI 2023 II

The annual general meeting held on 26 May 2023 furthermore resolved to implement a warrant program for certain board members under which a total of 1,440,000 warrants have been issued free of charge to the Company's subsidiary A Bioscience Incentive AB for transfer to the participants in the warrant program. Transfer to the participants has been made in exchange for cash consideration corresponding to the market value of the warrant at the time of the transfer. After recalculation due to a completed rights issue during 2024, each warrant in the program entitles to subscription of 1.05 new ordinary shares in the Company at a subscription price amounting to SEK 1.01 per share. The warrants can be exercised during the period from and including 1 June 2026 up to and including 30 June 2026. As per the date of the Prospectus, the participants in the program hold all 1,440,000 outstanding warrants. Upon full exercise of all warrants held by the participants in the program to subscribe for shares, a total of 1,512,000 new ordinary shares will be issued, corresponding to a dilution of approximately 0.20 per cent of the Company's ordinary shares as per the date of the Prospectus. The warrants are subject to customary recalculation conditions in connection with new issues etc.

WARRANT PROGRAM LTI 2024 I

The annual general meeting held on 7 May 2024 resolved to implement a warrant program for employees under which a total of 5,915,000 warrants have been issued free of charge to the Company's subsidiary A Bioscience Incentive AB for transfer to the participants in the warrant program. Transfer to the participants has been made in exchange for cash consideration corresponding to the market value of the warrant at the time of the transfer. In connection with transfers of warrants, the subsidiary has entered into agreements with the participants which entail a right for the subsidiary to, considering customary so-called "good and bad leaver" conditions, repurchase warrants in the event the participant's employment or assignment in the Company terminates or if the participant wants to transfer the warrants. Each warrant in the program entitles to subscription of one new ordinary share in the Company at a subscription price amounting to SEK 1.69 per share. The warrants can be exercised during the period from and including 1 June 2027 up to and including 30 June 2027. As of the date of the Prospectus, participants in the program hold a total of 2,554,166 warrants, while the remaining 3,360,834 warrants are held by the subsidiary. Upon full exercise of all warrants held by the participants in the program to subscribe for shares, a total of 2,554,166 new ordinary shares will be issued, corresponding to a dilution of approximately 0.34 per cent of the Company's ordinary shares as per the date of the Prospectus. The warrants are subject to customary recalculation conditions in connection with new issues etc.

WARRANT PROGRAM LTI 2024 II

The annual general meeting held on 7 May 2024 furthermore resolved to implement a warrant program for certain board members under which a total of 640,000 warrants have been issued free of charge to the Company's subsidiary A Bioscience Incentive AB for transfer to the participants in the warrant program. Transfer to the participants has been made in exchange for cash consideration corresponding to the market value of the warrant at the time of the transfer. Each warrant in the program entitles to subscription of one new ordinary share in the Company at a subscription price amounting to SEK 1.69 per share. The warrants can be exercised during the period from and including

1 June 2027 up to and including 30 June 2027. As per the date of the Prospectus, participants in the program hold all outstanding 640,000 warrants. Upon full exercise of all warrants held by the participants in the program to subscribe for shares, a total of 640,000 new ordinary shares will be issued, corresponding to a dilution of approximately 0.08 per cent of the Company's ordinary shares as per the date of the Prospectus. The warrants are subject to customary recalculation conditions in connection with new issues etc.

CONVERTIBLES

On 25 June 2024, the Board of Directors resolved, based on the authorization granted by the annual general meeting on 7 May 2024, on a directed issue of 8,163,265 convertibles to Fenja Capital corresponding to a nominal amount of approximately SEK 12 million. The issue of the convertibles was part of a financing which also referred to a loan facility (for further information about the loan facility, see section "*Legal considerations and supplementary information – Material agreements – Loan agreement with Fenja Capital*" below). The convertibles accrue interest at an annual rate of STIBOR 3M plus 10 per cent. The interest is due for payment at the same time as the convertibles on 25 March 2025. The convertibles may be converted into ordinary shares at a conversion rate of SEK 1.47 per ordinary share. Upon full conversion, a total of 8,163,265 ordinary shares will be issued, corresponding to a dilution of approximately 1.06 per cent based on the number of ordinary shares in the Company before the Rights Issue. Conversion can be called for from and including the date of registration of the convertibles with the Swedish Companies Registration Office up to and including 25 March 2025 and each request for conversion must refer to an amount of at least SEK 4 million. The convertibles shall, if not previously converted, be repaid no later than 25 March 2025.

In connection with the Rights Issue, Alligator has renegotiated the outstanding financing from Fenja Capital and the Company will, in connection with the Rights Issue, repay all of the outstanding nominal amount under the convertibles of SEK 12 million with the issue proceeds.

TRADING IN THE SHARES

The Company's ordinary shares are admitted to trading on Nasdaq Stockholm under the ticker ATORX. The ordinary shares and warrants that are issued in connection with the Rights Issue will be subject to trading on Nasdaq Stockholm around week 10, 2024. There is no intention to admit the series C shares to trading on any trading platform.

DIVIDEND POLICY

Alligator has not paid any dividend and will continue to focus on developing and expanding its project portfolio. Available financial resources and the reported profits will therefore be reinvested in the business to finance Alligator's long-term strategy. The Board of Directors' intention is therefore not to propose any dividend to the shareholders until the Company generates sustainable long-term profitability. Any future dividends, and the amount of these, will therefore be decided in the light of Alligator's long-term growth, financial performance and capital needs taking account of the goals and strategies in place at any given time. Where a dividend is proposed, it will take proper account of the business objectives, scope and risk.

OWNERSHIP STRUCTURE

The table below shows the shareholders who directly or indirectly have a shareholding in the Company corresponding to five (5) per cent or more of the number of shares and votes, according to information from Euroclear Sweden AB as per 31 December 2024 and changes thereafter known to the Company. The Company has issued shares in two classes of shares, ordinary shares and series C shares, whereby each ordinary share entitles to one (1) vote and each series C share entitles to one-tenth (1/10) vote at general meetings in the Company.

Name	Number of ordinary shares*	Percentage of share capital**	Percentage of votes***
Koncentra Holding AB	249,948,629	32.87%	32.90%
Roxette Photo SA	64,899,291	8.53%	8.54%
Other shareholders	*444,860,154*	*58.50%*	*58.55%*
Total	**759,708,074**	**100%**	**100%**

* The Company has also issued series C shares, with one-tenth (1/10) vote each. All 779,169 series C share are held by the Company.

** The percentage of share capital is based on the total number of shares in the Company, including the above-mentioned series C shares.

*** The percentage of votes is based on the total number of votes in the Company.

There are no controlling shareholders, and the Company is not directly or indirectly controlled by an individual party.

To the Board of Directors' knowledge, there are no shareholders' agreements, other agreements or corresponding arrangements between the Company's shareholders intended to exercise joint control of the Company, nor is the Company's Board of Directors aware of any additional agreements or equivalent that could lead to a change in the control over the Company. The Company has not taken any specific measures in order to guarantee that the control over the Company is not changed or misused. However, the rules for protection of minority shareholders in the Swedish Companies Act (2005:551) constitute a protection against a majority shareholder's potential misuse of its control over a company. The Company is not directly or indirectly controlled by any individual party or several parties jointly.

NET ASSET VALUE PER SHARE

The table below shows the net asset value per ordinary share before and after the Rights Issue based on equity as of 31 December 2024. The subscription price in the Rights Issue has been set to SEK 0.10 per unit, corresponding to a subscription price of SEK 0.01 per ordinary share. The warrants series TO 12 and TO 13 are issued free of charge.

	Before the Rights Issue (as of 31 December 2024)	After the Rights Issue
Equity (TSEK)	-143,477	137,615[1)]
Number of ordinary shares	759,708,074	28,868,906,804
Equity per share (SEK)	**-0.19**	**0.00**

[1)] Refers to the Group's equity as of 31 December 2024 increased by the proceeds of the Rights Issue, upon full subscription, before deduction of issue costs.

PUBLIC TAKEOVER BIDS

The Act (2006:451) on public takeover bids on the stock market (*Sw*. lagen (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden) ("**LUA**") applies to public takeover bids for the Company's shares. According to LUA, anyone making a public takeover bid must undertake to comply with the Takeover Rules for Nasdaq Stockholm (the "**Takeover Rules**"). Through the undertaking, anyone making a public takeover bid undertakes to comply with both the Takeover Rules and the Swedish Securities Council's decisions and statements on the interpretation and application of the Takeover Rules and on good practice in the stock market. The shares in the Company are not, and never have been, the subject of any public takeover bid.

LEGAL CONSIDERATIONS AND SUPPLEMENTARY INFORMATION

COMPANY INFORMATION AND LEGAL STRUCTURE

The Company is a Swedish public limited liability company founded in Sweden on 13 September 2000 and registered with the Swedish Patent and Registration Office (now the Swedish Companies Registration Office) on 21 September of the same year. The name of the Company and its trading name is Alligator Bioscience AB. The Company's corporate registration number is 556597-8201 and its LEI code is 549300E15VI0MB7LXV19. The Company has its registered office in the municipality of Lund, Sweden, and a general meeting will also be held in the municipality of Lund, Sweden. The Company conducts its business in accordance with the Swedish Companies Act (2005:551) and the object of the Company's business is to, directly or indirectly through subsidiaries or other associated companies, conduct research and development work and production and trade in the field of protein chemistry, and thereto related business. The Company's address is Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden, and its phone number is +46 (0)46 540 82 00.

Alligator Bioscience AB is the parent company in the Group were also the wholly-owned subsidiaries Atlas Therapeutics AB and A Bioscience Incentive AB are included. All of the operative activities are conducted in the parent company.

The Company's website is www.alligatorbioscience.se/en. The information on the website is not part of the Prospectus and has not been reviewed or approved by the Swedish Financial Supervisory Authority, unless it is incorporated in the Prospectus by reference (see section "*Documents incorporated by reference*").

MATERIAL AGREEMENTS

Apart from what is described below, the Group has not, except for agreements entered into in the ordinary course of business, entered into any material agreements during the past two years or other agreements which contain any obligation or entitlement that is material to the Group as per the date of the Prospectus.

LOAN AGREEMENT WITH FENJA CAPITAL

On 25 June 2024, the Company entered into a loan agreement with Fenja Capital of a total of SEK 68 million, divided into two tranches of SEK 38 million and up to SEK 30 million, respectively. Both tranches have been paid in full to the Company. The Board of Directors of the Company also resolved on 25 June 2024 on a directed issue of convertibles to Fenja Capital with a total nominal amount of SEK 12 million (for further description of the convertibles, see section "*Share capital and ownership structure – Share-based incentive programs and convertibles*").

In connection with the Rights Issue, Alligator has renegotiated the outstanding financing from Fenja Capital. Alligator will, in connection with the Rights Issue, repay the entire outstanding nominal amount under the convertibles of SEK 12 million and at least SEK 23 million of the outstanding nominal amount under the loans by set-off or payment in cash (depending on allotment in the Rights Issue). Furthermore, to the extent the initial gross proceeds received by the Company in the Rights Issue exceed SEK 140 million, the Company shall utilize an amount corresponding to 47 per cent of the proceeds in excess of SEK 140 million towards additional repayment of the previous loans. After the repayments, not more than SEK 45 million will be outstanding (the "**New Loan**").

The New Loan is subject to an arrangement fee of 5 per cent of the loan amount and the loan bears an annual interest rate at STIBOR 3M (however minimum 3 per cent) plus an interest margin of 10 per cent, paid on a quarterly basis. In connection with repayment of the New Loan, a repayment fee is also payable amounting to 3 per cent of the repaid nominal amount. This repayment fee is also payable in connection with the potential additional repayment to be made in connection with the Rights Issue if the gross proceeds exceed SEK 140 million. The maturity date for the New Loan is 30 November 2025 in the event repayment has not been made before that.

In addition to the mandatory grounds for early repayment dates included in the original financing agreement (which states that in the event that the Company carries out new issues of shares while the convertibles or loans under the original loan facility are outstanding, the Company shall, with certain exceptions, use the net proceeds from such new issues to repay outstanding amounts under the convertibles and the loan facility), the Company shall, in the event part of the New Loan is still outstanding after the completion of the Rights Issue, upon exercise of the warrants series TO 12, use 50 per cent of the part of the net proceeds that exceed SEK 10 million for repayment of the New Loan. Furthermore, the Company shall, in the event part of the New Loan is still outstanding after the completion of the Rights Issue and the exercise of the warrants series TO 12 in accordance with the above, upon exercise of the warrants series TO 13, use 50 per cent of the total net proceeds for repayment of the New Loan. Furthermore, to the extent that the outstanding New Loan at the end of a calendar quarter, for the first time at the end of the second quarter of 2025, exceeds 10 per cent of the Company's market capitalization, the Company shall repay an amount of SEK 5 million.

In connection with the New Loan, Alligator has undertaken to issue warrants series TO 12 and TO 13 to Fenja Capital, free of charge, in the event part of the New Loan is still outstanding after the completion of the Rights Issue. The warrants will be of the same series issued in the Rights Issue and thus have the same terms and conditions in relation to subscription price, exercise period etc. The number of warrants series TO 12 and TO 13 to be issued will be based on the nominal amount of the New Loan (up to SEK 45 million), as if such nominal amount was used for subscription in the Rights Issue, i.e. calculated as New Loan (not more than SEK 45 million) divided by the subscription price per unit in the Rights Issue and then multiplying with the number of warrants series TO 12 and TO 13, respectively, included in each unit, rounded downwards to the nearest whole number. The Board of Directors intends to resolve on the issue of warrants series TO 12 and TO 13 to Fenja Capital pursuant to the authorization from the extraordinary general meeting on 13 January 2025, no later than five business days following the registration of the Rights Issue with the Swedish Companies Registration Office.

BRIDGE LOANS

In order to secure the Company's liquidity needs until the Rights Issue has been completed, the Company has raised bridge loans of a total of approximately SEK 55 million from a consortium of 13 external investors, including Buntel AB, Exelity AB, Curam Holding AB, LLTB Invest AB, Fredrik Lundgren and Wilhelm Risberg, who have also provided guarantee commitments in connection with the Rights Issue. The bridge loans were entered into during 29 November to 1 December 2024. As compensation for the loans an arrangement fee of 5 per cent and a monthly interest rate of 1.25 per cent from disbursement of the loans will be paid. According to the bridge loans, the loans shall be repaid in connection with the Rights Issue or no later than 25 March 2025.

LEASE AGREEMENT WITH MEDICON VILLAGE

In June 2022, the Company entered into a lease agreement with Medicon Village Fastighets AB ("**Medicon Village**") regarding the lease of premises for offices, research and development ("**Lease Agreement 1**"). The effective date for Lease Agreement 1 was 1 December 2024 and the agreement runs until 30 September 2029, with an annual fee of approximately SEK 8.8 million. As a result of the restructuring communicated in early December 2024, Alligator is no longer in need of the original premises according to Lease Agreement 1 and the Company has therefore notified Medicon Village that it wishes to withdraw from Lease Agreement 1, which has been accepted on the condition that Medicon Village succeeds in signing a new lease agreement with a new tenant regarding the entire lease object. The parties' agreement is set out in a separate supplementary agreement to Lease Agreement 1 that was entered into at the end of December 2024. In the event that Medicon Village enters into a new lease agreement with a new tenant, Lease Agreement 1 expires on the day before the effective date according to the new lease agreement. The Company is obliged to compensate Medicon Village for the additional costs that arise due to the early termination of the agreement,

such as the difference that may arise between the total agreed and indexed rent (including rent supplements) under Lease Agreement 1 and the total rent (including any rent supplements) under the new lease agreement, for example as a result of any rent discount offered to the new tenant. As of the date of the Prospectus, no new tenant has been identified.

The Company has also in December 2024 entered into a new lease agreement with Medicon Village ("**Lease Agreement 2**") regarding smaller office premises. The effective date for Lease Agreement 2 is 2 February 2025 and the agreement runs until 31 January 2028, with an annual fee of approximately SEK 0.7 million. Alligator receives a rent discount of approximately SEK 0.3 million under Lease Agreement 2, which will cease to apply in the event that a new tenant takes over the original premises in accordance with Lease Agreement 1.

LOCK-UP UNDERTAKINGS

All board members and senior executives with shareholdings in Alligator have undertaken, towards Vator Securities, subject to customary exceptions, not to sell or carry out other transactions with the same effect as a sale, without the prior written consent from Vator Securities in each individual case. Decision to give such a written consent is resolved upon by Vator Securities, and an assessment is made in each individual case. Consent may be granted on the basis of individual or business-related reasons. Only shares which are held prior to the Offering are covered by the lock-up undertakings, and the lock-up period lasts for 180 days after the announcement of the Offering.

In total, the lock-up agreements include 253,722,283 shares and votes in the Company prior to the Offering. Customary exceptions inter alia include intra-group transfers, redemption of shares in the Company and acceptance of a public takeover bid offered in accordance with applicable Takeover-rules. After the expiration of the lock-up period, the shares may be offered for sale, which may affect the market price of the share.

INTELLECTUAL PROPERTY RIGHTS

The Company has intellectual property rights which mainly consist of patents. For further information on the Company's patent portfolio, see section "*Business description – IP rights and patent portfolio*". The patent portfolio is actively managed, and application for new patents are submitted when appropriate. The Company's patents are valid in several geographical areas, such as Europe, the United States and Japan. The duration of the remaining patent protection is dependent on when the patent protection arose, but none of the Company's patents expires before 2032. Even if the Company is dependent on its technology, it is protected in different ways, where patents are not always the primary protection. For example, the know-how that exists in terms of the employees' experience and skills constitutes an essential protection.

SUBSCRIPTION UNDERTAKINGS

In connection with the Offering, Alligator has received subscription undertakings from a number of existing shareholders, including Roxette Photo SA as well as the Company's chairman of the board, Anders Ekblom, and CEO, Søren Bregenholt. The subscription undertakings amount to approximately SEK 16 million, corresponding to approximately 6 per cent of the Rights Issue. No compensation is paid for the received subscription undertakings.

Received subscription undertakings are not secured by advance transaction, bank guarantee, blocked funds, pledge, or similar arrangement. Consequently, there is a risk that one or more parties will not fulfil their commitments, respectively. For further description, see section "*Risk factors – Subscription undertakings and guarantee commitments are not secured*".

The table below summarizes the subscription undertakings that the Company has received in connection with the Offering. All amounts are stated in SEK.

Name	Amount (nearest integer) (SEK)	Share of the Offering (%)
Roxette Photo SA	7,500,000	2.7
Johan Zetterstedt	3,480,000	1.2
Pearla Gem Ltd.	2,500,000	0.9
Zetterstedt Holding AB	1,102,000	0.4
Søren Bregenholt	408,504	0.1
Hans-Peter Ostler	350,000	0.1
Gileus Invest AB	200,000	0.1
Anders Ekblom	136,176	0.0
Karin Nordbladh	**3,000**	**0.0**
Total	**15,679,680**	**5.6**

GUARANTEE COMMITMENTS

Through agreements entered into with Alligator, a number of external investors have undertaken to subscribe for units in the Rights Issue up to an amount of approximately SEK 124 million, corresponding to approximately 44 per cent of the Rights Issue, in the event that the Rights Issue is not fully subscribed. The guarantee commitments are composed partly of a so-called top guarantee of SEK 20 million and partly of so-called bottom guarantees of a maximum of approximately SEK 104 million in total. The agreements on guarantee commitments were entered into during November and December 2024. The guarantee consortium has been coordinated by Vator Securities. Received guarantee commitments are not secured by advance transactions, bank guarantee, blocked funds, pledges or similar arrangement.

For both the top guarantee and the bottom guarantees, according to the guarantee agreements, cash compensation amounting to twelve (12) per cent of the guaranteed amount is paid, or fourteen (14) per cent of the guaranteed amount in the form of newly issued units in the Company, at the same terms and conditions, including subscription price, as for units in the Rights Issue.

In total, the Rights Issue is thus covered by subscription undertakings and guarantee commitments amounting to SEK 140 million, corresponding to approximately 50 per cent of the Rights Issue. Consequently, guarantee commitments will not be used for amounts exceeding SEK 140 million.

Parties who have entered into agreements on top and bottom guarantees are outlined in the table below.

Name*	Amount (nearest integer) (SEK)	Share of the Offering (%)
Top guarantee		
Fenja Capital II A/S	20,000,000	7.1
Bottom guarantees		
Fenja Capital II A/S	35,000,000	12.5
Sbakkejord AS	20,000,000	7.1
LLTB Invest AB	5,000,000	1.8
MicroTech Software A/S	5,000,000	1.8
Selandia Alpha Invest A/S	5,000,000	1.8

Paul Zeino	3,400,000	1.2
Philip Ohlsson	3,000,000	1.1
AD94 Holding AB	3,000,000	1.1
Wilhelm Risberg	2,500,000	0.9
Fredrik Lundgren	2,500,000	0.9
Buntel AB	2,500,000	0.9
Exelity AB	2,000,000	0.7
Maida Vale Capital AB	2,000,000	0.7
Hans Haraldsson	1,000,000	0.4
Tommy Ure	1,000,000	0.4
Curam Holding AB	1,000,000	0.4
Skywall AB	1,000,000	0.4
Consentia Group AB	1,000,000	0.4
Biehl Invest AB	1,000,000	0.4
Johan Carlström	1,000,000	0.4
John Haurum	750,000	0.3
Ulf Tidholm	700,000	0.3
Axel Lindberg	700,000	0.3
Ghanem Georges Chouha	600,000	0.2
Great Ventures & Consulting GVC AB	500,000	0.2
Birger Jarl 2 AB	500,000	0.2
Tony Chouha	500,000	0.2
Andre Eriksson	500,000	0.2
Magnus Högström	500,000	0.2
John Bäck	500,000	0.2
Mattias Svensson	400,000	0.1
Stefan Hansson	300,000	0.1
Total	**124,350,000**	**37.3**

* Natural persons and legal entities who have entered into agreements on guarantee commitments can be reached via Vator Securities on address Kungsgatan 34, 7th floor, SE-111 35 Stockholm, Sweden, or via the Company's address, Medicon Village, Scheelevägen 2, SE-223 81 Lund, Sweden.

The issue guarantor Fenja Capital has provided guarantee commitments consisting of a top guarantee and a bottom guarantee of a total of SEK 55 million, which means that Fenja Capital may exceed ten percent of the votes in Alligator after the Rights Issue. To the extent Fenja Capital's fulfilment of such guarantee entails that the investment must be approved by the Inspectorate of Strategic Products (ISP) in accordance with the Swedish Screening of Foreign Direct Investments Act (*Sw*. lagen (2023:560) om granskning av utländska direktinvesteringar), such part of the guarantee is conditional upon notification that the application of the transaction is left without action or that approval has been obtained from the Inspectorate of Strategic Products.

INSURANCE

The Board of Directors assesses that the Company's current insurance coverage is adequate with regard to the nature and scope of its business and operations.

TRANSACTIONS WITH RELATED PARTIES

In February 2024, the Company obtained bridge loans of a total of SEK 58.8 million from the Company's shareholders Koncentra and Roxette Photo SA. The purpose of the bridge loans was to ensure the Company's financing needs up to and including the completion of the rights issue of units which was resolved upon during the spring of 2024. As compensation for the loans, a set-up fee of 5 per cent and an annual interest rate of 8 per cent were paid from the payment of the loans. The bridge loans were repaid in full through set-off against the subscription commitments that Koncentra and Roxette Photo SA provided in connection with the rights issue in the spring of 2024 and the set-off amounts amounted to approximately SEK 47 million for Koncentra and approximately SEK 12 million for Roxette Photo SA.

In addition to the above, the Company has not carried out any transactions with related parties since 1 January 2024 and until the date of the Prospectus.

AUTHORITY PROCEEDINGS, LEGAL PROCEEDINGS AND ARBITRATION

The Company has during the last twelve months not been part of any authority proceedings, legal proceedings or arbitration (including proceedings which are pending or which, to the best of the Company's knowledge, are likely to be initiated) that are considered to have a significant impact on the Company's financial position or profitability.

STATUTORY DISCLOSURES

The following is a summary of the information disclosed by the Company during the last twelve-month period in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on Market Abuse (Market Abuse Regulation) and which, in the Company's opinion, is still relevant as per the date of the Prospectus.

Operational developments

- On 2 December 2024, Alligator announces that the Company sharpens its focus on the lead candidate mitazalimab and is planning a restructuring to strengthen its long-term value creation capability. The restructuring entails a reduction of the workforce of approximately 70 per cent, which is expected to lead to annual cost savings of at least SEK 65 million. The Company will focus on Phase 3 preparatory activities and partnership discussions for mitazalimab, and limit other research activity.
- On 19 November 2024, Alligator announces that the Company has sold the right to future financial commitments for two bispecific antibodies to Orion Corporation for EUR 3.5 million. The collaboration between the parties has been ongoing since 2021. The agreement means that Alligator can focus on its lead candidate mitazalimab and its development towards Phase 3.
- On 26 June 2024, Alligator announces positive results from the 18-month follow-up from OPTIMIZE-1, the Phase 2 study of mitazalimab in combination with the chemotherapy mFOLFIRINOX for the treatment of metastatic pancreatic cancer. The study showed an almost doubled survival at 18 months compared to previously reported data for FOLFIRINOX alone.
- On 26 April 2024, Alligator and Orion Corporation announces that Orion Corporation has selected lead candidates among the antibodies developed under the companies' joint research collaboration and license agreement from 2021. The collaboration focuses on developing novel bispecific antibody therapies against cancer using Alligator's technologies. Alligator receives a milestone payment after the development opportunity has been exercised.
- On 8 February 2024, Alligator announces a cost reduction program to align key priorities and maximize long-term value creation. The cost reduction program is part of the scaling down

of the resource-intensive Phase 2 clinical trial OPTIMIZE-1, which evaluates the key candidate mitazalimab, and the Company's need to prioritize its candidates in early development phase and preclinic.

- On 29 January 2024, Alligator announces positive topline results from OPTIMIZE-1, the Phase 2 study with the Company's key candidate mitazalimab in first line treatment of pancreatic cancer. The open-label, multi-center study assessed the safety and efficacy of mitazalimab (CD40 agonist) in combination with standard of care chemotherapy mFOLFIRINOX in previously untreated, chemotherapy naive patients, and the study achieved its primary endpoint.

Capitalization

- On 2 December 2024, Alligator announces that the Board of Directors, subject to the approval by the extraordinary general meeting on 13 January 2025, resolved to carry out the Rights Issue of approximately SEK 281 million. In total, the Rights Issue is covered by subscription undertakings and guarantee commitments amounting to a total of approximately SEK 140 million, corresponding to approximately 50 per cent of the Rights Issue. At the same time, the Company's announced bridge loans and a restructuring of the outstanding financing from Fenja Capital.
- On 25 June 2024, Alligator announces that the Company has resolved on a directed issue of convertibles to Fenja Capital entailing gross proceeds of SEK 12 million, and entered into an agreement with Fenja Capital for a loan facility of up to SEK 68 million. The purpose of the financing was to strengthen the Company's working capital and to enable the completion of the OPTIMIZE-1 study, continued Phase 3 preparation for mitazalimab in the first-line treatment of metastatic pancreatic cancer and continued development of the Company's immuno-oncology pipeline in the early phase.
- On 8 February 2024, Alligator announces that the Board of Directors, subject to approval by the extraordinary general meeting held on 14 March 2024, resolved to carry out a rights issue of units of approximately SEK 151 million, with the possibility of an over-allotment issue of up to an additional amount of SEK 100 million. In total, the rights issue was covered by subscription undertakings amounting to approximately SEK 59.8 million, corresponding to approximately 40 per cent of the rights issue.

ADVISERS

Vator Securities is the Sole Global Coordinator and the bookrunner in connection with the Offering and Van Lanschot Kempen is the financial adviser to the Company in connection with the Offering. Vator Securities is issuing agent in connection with the Rights Issue. Vator Securities and Van Lanschot Kempen receive a pre-agreed compensation for services provided in connection with the Offering.

Each of Vator Securities and Van Lanschot Kempen is acting exclusively for the Company and no one else in connection with the Offering. None of Vator Securities and Van Lanschot Kempen will regard any other person (whether or not a recipient of this Prospectus) as its client in relation to the Offering and will not be responsible to anyone other than the Company and for providing the protections afforded to its clients or for giving advice in relation to the Offering or any transaction or arrangement referred to in this Prospectus. Van Lanschot Kempen is acting solely as financial adviser to the Company in connection with the Offering and is not acting as bookrunner, placement agent, underwriter or in any other capacity and is not and shall not be construed as a fiduciary for the Company, any investor or any other person in connection with Offering.

Vator Securities, Van Lanschot Kempen and companies their respective affiliates have engaged, and may engage in commercial banking, investment banking and financial advisory and ancillary activities in the ordinary course of their business with Alligator or any parties related to or competing with it, for which they have received, and may receive, compensation.

In addition, Vator Securities, Van Lanschot Kempen and/or their respective affiliates may in the ordinary course of their business hold the Company's securities for investment purposes for their own account and for the accounts of their customers. As a result, these parties may have interests that may not be aligned, or could possibly conflict with the interests of investors or of the Company or the Group. In respect hereof, the sharing of information is generally restricted for reasons of confidentiality, by internal procedures and by rules and regulations. In connection with the Offering, each of Vator Securities, Van Lanschot Kempen and any of their respective affiliates, acting as an investor for its own account, may take up Securities in the Offering and, in that capacity, may retain, purchase, subscribe for, or sell for its own account such Securities or related investments and may offer or sell such Securities or other investments otherwise than in connection with the Offering. Accordingly, references in this Prospectus to Securities being offered or placed should be interpreted as including any offering or placement of Securities to any of Vator Securities, Van Lanschot Kempen or any of their respective affiliates acting in such capacity. In addition, Vator Securities, Van Lanschot Kempen or their respective affiliates may enter into financing arrangements (including swaps) with investors in connection with which Vator Securities, Van Lanschot Kempen or their respective affiliates may from time to time acquire, hold or dispose of Securities. None of Vator Securities, Van Lanschot Kempen or their respective affiliates intends to disclose the extent of any such investment or transactions otherwise than pursuant to any legal or regulatory obligation to do so. As a result of these transactions, Vator Securities, Van Lanschot Kempen and their respective affiliates may have interests that may not be aligned, or could potentially conflict, with the interests of (potential) holders of the Securities, or with the Company's or Group's interests.

Setterwalls Advokatbyrå AB is legal adviser to the Company in connection with the Offering. Setterwalls Advokatbyrå AB receives compensation for services provided on an ongoing basis.

TRANSACTION COSTS

The Company's costs relating to the Rights Issue are estimated to approximately SEK 33 million. Such costs mainly consist of costs for guarantee commitments as well as remuneration to financial and legal advisers in relation to the Rights Issue and costs related to marketing material and other presentations.

THE PROSPECTUS

This Prospectus has been approved by the Swedish Financial Supervisory Authority, as the competent authority according to Regulation (EU) 2017/1129. The Swedish Financial Supervisory Authority has approved this Prospectus only insofar it meets the standards of completeness, comprehensibility and consistency set out in Regulation (EU) 2017/1129. This approval of the Prospectus should not be taken as any form of endorsement, neither of the issuer or the quality of the securities referred to in this Prospectus. Investors should make their own assessment on whether it is appropriate to invest in these securities. The Prospectus has been prepared as a simplified prospectus in accordance with article 14 in Regulation (EU) 2017/1129.

The Prospectus is available on the Company's website, www.alligatorbioscience.se/en.

DOCUMENTS INCORPORATED BY REFERENCE

The following accounting documents are incorporated into the Prospectus by reference. The documents incorporated by reference are available electronically on the Company's website, www.alligatorbioscience.se/en.

- The Company's audited annual report for the financial year 2023, where reference is made to the Group's income statement on page 58, the Group's statement of comprehensive income on page 58, the Group's statement of financial position on pages 59-60, the Group's statement of changes in equity on page 61, the Group's statement of cash flows on page 62, notes on

pages 68-91, the audit report on pages 93-96, financial definitions on page 98 as well as multi-year overview and derivation of performance measures on pages 43-44.

- The Company's unaudited year-end report for the financial year 2024, where reference is made to the Group's income statement on page 15, the Group's statement of comprehensive income on page 15, the Group's statement of financial position on pages 16-17, the Group's statement of changes in equity on page 17, the Group's statement of cash flows on page 18, notes on pages 22-23, financial definitions on page 24, the Group's performance measures on page 3 as well as alternative performance measures on page 25.

REMARK FROM THE COMPANY'S AUDITOR

The auditor's report regarding the annual report for the financial year 2023 deviates from the standard wording as it contains a notification of particular significance. The notification refers to a material uncertainty factor regarding the assumption of going concern, which indicates that there is a material uncertainty factor that could lead to significant doubts about the Company's ability to continue its operations. The notification in its entirety is presented below:

"Significant Uncertainty Related to the entity's ability to continue as Going Concern

We would like to draw attention to the section "Statement of financial position" on page 12 in the interim report where it is described that there is ongoing work related to the continued financing of the operations. The ongoing work means that the company does not, at the time of issuing our review report reprt, have secured funding. This condition indicates that there is a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are, throughout the period of validity of the Prospectus, available electronically on the Company's website, www.alligatorbioscience.se/en.

- The Company's articles of association.
- The Company's certificate of registration.
- Terms and conditions for warrants series TO 12 in Alligator Bioscience AB.
- Terms and conditions for warrants series TO 13 in Alligator Bioscience AB.

GLOSSARY

Agonist	Substance that binds to a receptor and stimulates the receptor's activity.
Antibody	Proteins used by the body's immune system to detect and identify foreign substances.
Antigen	Substance which triggers a reaction in the immune system, such as a bacteria or virus.
Biomarker	A measurable or quantifiable biological parameter, which serves as an indicator for health-related assessments.
Biosimilar	A drug similar to one already approved biological reference drug, but which is not identical.
Biotechnology	Research and development of products created using cells, proteins, or other active biological products in technical applications.
Bispecific antibodies	Antibody-based products which bind to two different targets and thus have dual functions.
CAGR	Compound annual growth rate, refers to average return/value increase per year, a key figure used to calculate the annual return on a certain investment.
Cancer	A disease in which cells divide in an uncontrolled manner and invade neighboring tissue. Cancer can also spread (metastasize) to other parts of the body through the blood and the lymphatic system.
CEA	Cardio embryonic antigen, a serum glycoprotein secreted in the glycocalyx of the intestinal epithelium. The main area of use is for monitoring the response to treatment in bowel cancer.
Checkpoint-inhibitor	An antibody with the ability to break the immune system's tolerance to something dangerous, for example a cancer tumor. Immune-inhibiting signals can be blocked through binding to a specific receptor such as CTLA-4 or PD-1.
Clinical study	The examination of healthy volunteers or patients to study the safety and efficacy of a drug candidate or treatment method.
CMC	Chemistry Manufacturing Control, the various procedures used to assess the physical and chemical characteristics of drug products, and to ensure their quality and consistency during manufacturing.
CRO (Clinical Research Organization)	Company specialized in performing clinical studies.
Dendritic cell	A type of immune cell which detects xenobiotic substances. A key role of dendritic cells is their ability to stimulate T cells and thus the immune system.
Discovery	This research phase usually encompasses the development and evaluation of treatment concepts, the evaluation of potential drug candidates, and early efficacy studies.
Drug candidate	A specific compound usually designated before or during the preclinical phase. The drug candidate is the compound that is then studied in humans in clinical studies.
ECOG scale	Eastern Cooperative Oncology Group scale, a scale developed by the Eastern Cooperative Oncology Group to estimate the patient's functional status on a scale from 0 to 4, where 0 means that the patient is fully active and 4 means that the patient is bed bound and totally dependent on help.
EMA	European Medicines Agency.
FDA	The American Food and Drug Administration.
FOLFIRINOX	FOLFIRINOX is a chemotherapy regimen for the treatment of advanced pancreatic cancer. FOLFIRINOX is an abbreviation of fluorouracil, irinotecan and oxaliplatin, all of which are chemotherapy drugs (a form of cell inhibiting medicine).
GMP (Good Manufacturing Practice)	Good Manufacturing Practice is a comprehensive quality assurance system applied in the production of pharmaceuticals.
Immuno-oncology	Field of oncology in which cancer is treated by activating the immune system.
Immunomodulatory	Substances that strengthen, stimulate, activate, or modulate the immune system.
Immunotherapy	A way to persuade the body's immune system to attack cancer cells in the same way as the immune system protects against infections.
Incidence	Measure of the number of cases of an event, for example of an illness.
IND application	Investigational New Drug application, an application to the FDA to conduct a clinical study with a drug candidate.

Macrophage	A type of cell that is part of the non-specific immune system. The word means "big eater" and macrophages work by consuming foreign cells such as bacteria.
Mechanism of action	The specific biochemical interaction through which a pharmaceutical substance gives its pharmacological effect.
Median Duration of Response (DoR)	The median of the amount of time that a tumor continues to respond to treatment without the cancer growing or spreading.
Median Overall Survival (mOS)	The median length of time from either the date of diagnosis or the start of treatment of a disease that half of a group of patients diagnosed with the disease are still alive.
mFOLFIRINOX	FOLFIRINOX in modified dose (mFOLFIRINOX, 75 per cent of standard dose).
Milestone payment	Financial consideration received in the course of a project/program when a specified objective is reached.
Mitazalimab	Antibody that binds CD40 receptors and which is being developed for the treatment of pancreatic cancer by Alligator.
mPDAC	Metastatic Pancreatic ductal adenocarcinoma.
NK cells	NK cells (Natural Killer) are lymphocytes with the ability to activate several different cells in the immune system, such as macrophages.
Oncology	Term for the field of medicine concerned with the diagnosis, prevention, and treatment of tumor diseases.
ORR	Refers to overall response rate, i.e., the proportion of study participants with complete or partial response to a treatment according to the response evaluation criteria.
Patent	Exclusive rights to a discovery or invention.
Pharmacokinetics	The study of the turnover of substances in the body.
Pharmacology	The study of how substances interact with living organisms to bring about a functional change.
Phase (1, 2 and 3)	The various stages of studies on a pharmaceutical in humans. See also "Clinical study." Phase 1 usually examines the safety on healthy human subjects, Phase 2 examines efficacy in patients with the relevant disease and Phase 3 is a large-scale study that verifies previously achieved results in a larger patient population. In the development of new pharmaceuticals where different doses are studied and safety is evaluated in patients with the relevant disease, Phase 2 is often divided into Phase 2a and Phase 2b. In Phase 2a, different doses of the pharmaceutical are tested, focusing on safety and the pharmaceutical's metabolism in the body. Phase 2b evaluates the efficacy of the selected dose(s).
Preclinical	The stage of drug development before the drug candidate is tested in humans. It includes the final optimization of the drug candidate, the production of materials for future clinical studies and the compilation of a data package for an application to start clinical studies.
R&D	Refers to research and development.
Receptor	A receptor on a cell which picks up chemical signals.
TAA	Tumor associated antigens, proteins expressed on certain tumor types, but at low levels or not at all in normal tissue.
T cell	A type of white blood cell which is important to the specific immune system.
Topline data	A summary of patient demographic data, data for the primary endpoint and safety data derived from the unblinded, locked clinical trial database.
Tumor-directed treatment	A form of treatment that involves selectively attacking tumors with minimal activation of the entire immune system and avoidance of effect on other tissue, so that side effects are kept as low as possible.
USPTO	United States Patent and Trademark Office.

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