

## **Notice to the Annual General Meeting in Chordate Medical Holding AB (publ)**

The shareholders in Chordate Medical Holding AB (publ), 556962-6319, are hereby given notice of the annual general meeting to be held on Wednesday 21 May 2025, at 15:00 at the company's premises, Kista Science Tower, floor 31, Färögatan 33 in Kista, Sweden.

### **Registration and notification**

Shareholders who wish to participate at the general meeting must

- be recorded in the share register kept by Euroclear Sweden AB on Tuesday 13 May 2025, and
- give notice of their intention to participate at the general meeting no later than Thursday 15 May 2025 by post to Chordate Medical Holding AB (publ), Kista Science Tower, floor 31, Färögatan 33 , 164 51 Kista, Sweden (please mark the envelope "AGM Chordate"), by telephone to 08-400 115 46 or by e-mail to [niklas.lindecrantz@chordate.com](mailto:niklas.lindecrantz@chordate.com).

For shareholders who have their shares registered through a bank or other nominee, the following applies in order to be entitled to participate in the general meeting. In addition to giving notice of participation to the general meeting, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 13 May 2025. Such registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee's routines, request that the nominee makes such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than on 15 May 2025, will be taken into account in the preparation of the share register.

### **Power of attorney**

If a shareholder wishes to attend the general meeting by proxy, a written and dated power of attorney signed by the shareholder in original copy must be sent by post to Chordate Medical Holding AB (publ), Kista Science Tower, floor 31, Färögatan 33 , 164 51 Kista, Sweden . A proxy form is available on the company's website [www.chordate.com](http://www.chordate.com). If the shareholder is a legal person, a certificate of registration or other authorization document must be attached to the form.

### **Agenda for the general meeting**

1. Opening of the general meeting
2. Election of chairman at the general meeting
3. Preparation and approval of the voting list
4. Election of one or two persons who shall approve the minutes of the general meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report as well as the consolidated financial statement and the auditor's report for the group as well as presentation by the chairman of the board of directors and by the CEO
8. Resolution on

- a. the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b. the dispositions in respect of the company's profit and loss pursuant to the adopted balance sheet
  - c. discharge from liability of the directors and the CEO
9. Determination of the number of directors, deputy directors, auditors and deputy auditors
10. Determination of the fees to the board of directors and the auditor
11. Election of the board of directors and auditors
12. Resolution on guidelines for appointing the nomination committee
13. Proposal on an authorization for the board of directors to resolve on issuances
14. Closing of the meeting

## **Proposed resolutions**

### ***Item 2 - Election of chairman at the general meeting***

The nomination committee proposes that Otto Skolling, or the person proposed by the board of directors if he has an impediment to attend, is elected chairman of the annual general meeting and that Niklas Lindecrantz, or the person proposed by the board of directors if he has an impediment to attend, is elected keeper of the minutes of the annual general meeting.

### ***Item 8 b – Resolution on the dispositions in respect of the company's profit and loss pursuant to the adopted balance sheet***

The board of directors proposes that no dividend shall be distributed for the financial year 2024 and that the company's result shall be carried forward in the new accounts.

### ***Item 9 - Determination of the number of directors, deputy directors, auditors and deputy auditors***

The nomination committee proposes that the board of directors, for the period up to the end of the next annual general meeting, shall be composed of five directors with no deputy directors and that one registered accounting firm is elected as auditor.

### ***Item 10 - Determination of the fees to the board of directors and the auditor***

The nomination committee proposes that fees to the board of directors, for the period up to until the end of the next annual general meeting, shall amount to a total of SEK 580,000 with the following distribution: SEK 180,000 to the chairman of the board of directors and SEK 100,000 to each of the other members of the board of directors who are not employed by the company.

The nomination committee proposes that the fee to the auditor, for the period up to the end of the next annual general meeting, shall be paid as incurred on approved accounts.

### ***Item 11 - Election of the board of directors and auditors***

The nomination committee proposes re-election of the members of the board of directors Henrik Rammer, Tommy Hedberg, Caroline Lundgren Brandberg, Gunilla Lundmark and Otto Skolling for the period up to until the end of the next annual general meeting.

Furthermore, the nomination committee proposes the re-election of Otto Skolling as chairman of the board of directors for the period up to the end of the next annual general meeting.

Furthermore, the nomination committee proposes re-election of Öhrlings PricewaterhouseCoopers AB as auditor for the period up to the end of the next annual general meeting. Öhrlings PricewaterhouseCoopers AB has announced that the authorized public accountant, Henrik Boman, will be the responsible auditor.

***Item 12 - Guidelines for appointing the nomination committee***

It is proposed that the annual general meeting resolves that the nomination committee should continue to consist of the four largest shareholders at the time of the notice, namely HAWOC Investment AB, Sifonen, Isak Brandberg AB with closely related persons, and Tommy Hedberg with closely related persons. In the event that a member of the nomination committee resigns, is prevented from performing his/her duties, or if the owner who appointed the member offers their place, the remaining members of the nomination committee shall, if they so decide, among the company's shareholders, appoint a suitable replacement to the nomination committee for the remaining term. In the event that someone acquires shares in the company to such an extent that they become one of the four largest owners of the company, the nomination committee may decide to invite a representative for this shareholder as an additional member of the nomination committee.

The term of the nomination committee shall run until a new nomination committee has been appointed. The company is responsible for costs associated with the performance of the nomination committee's duties. Members of the nomination committee do not receive any remuneration from the company.

The nomination committee's duties shall include evaluating the composition and work of the board of directors and submitting proposals to the annual meeting regarding:

- Chairman of the annual general meeting
- The number and nominations of members of the board of directors to be elected by general meeting
- The chairman of the board of directors
- Remuneration to board members not employed by the company
- If applicable, nomination of auditor and auditor's fees
- If applicable, guidelines for the appointment of members of the nomination committee and the duties of the nomination committee.

***Item 13 – Proposal regarding authorization for the board of directors to resolve on issuances***

The board of directors proposes that the general meeting authorizes the board of directors, on one or more occasions, until the next annual general meeting, with or without preferential rights for the shareholders, to resolve upon issue of shares, convertibles and/or warrants. Such new issue resolutions may include provisions of payment in cash and/or payment by way of contribution of non-cash consideration or by set-off of a claim or that subscription shall be subject to other conditions. The terms and conditions for the issue shall be customary to market practice with the possibility to a customary issue discount

and shares, warrants and/or convertibles may be issued up to a volume corresponding to in total not more than one-third (1/3) of the shares outstanding in the company at any given time.

The board of directors, or a person appointed by the board of directors, shall be authorized to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of all shares represented at the meeting.

### **Miscellaneous**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the company, provide information on matters that may affect the assessment of an item on the agenda and conditions that may affect the assessment of the company's financial situation.

Copies of the annual financial report and the auditor's report will be available at the company's website, [www.chordate.com](http://www.chordate.com), no later than two weeks prior to the general meeting. Copies of such documentation will be sent to shareholders who so requests and provides its address.

At the date of this notice, the company has 4,290,764 shares, of which 2,699,620 are ordinary shares and 1,591,144 are preference shares with a total of 2,858,734.4 votes.

For the processing of personal data, please refer to the privacy policy available at the following link: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

*N.B The English text is an unofficial translation. In case of any discrepancies the Swedish version of the text shall prevail.*

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Chordate Medical Holding AB (publ)  
*the board of directors*