

## **Notice of extraordinary general meeting in Xspray Pharma AB (publ)**

The shareholders of Xspray Pharma AB (publ), Reg. No. 556649-3671, ("Xspray Pharma") are summoned to an extraordinary general meeting on Thursday 25 May 2023 at 13.00 CEST at Advokatfirman Vinge's office on Smålandsgatan 20 in Stockholm. Registration for the extraordinary general meeting starts at 12.30 CEST. The shareholders may exercise their voting rights at the extraordinary general meeting by attending the meeting in person, represented by a proxy or by voting in advance.

### **Right to attend the extraordinary general meeting and notice of participation**

#### Participation in the extraordinary general meeting at the venue

Shareholders who wish to attend the extraordinary general meeting at the venue in person or represented by a proxy must:

- be registered in the share register maintained by Euroclear Sweden AB on Tuesday 16 May 2023; and must also
- notify the company of its intention to attend the meeting, no later than on Friday 19 May 2023.

The notification must be made in writing by e-mail to [generalmeeting@xspray.com](mailto:generalmeeting@xspray.com), or by post to Xspray Pharma AB (publ), "Extraordinary General Meeting", Råsundavägen 12, SE-169 67 Solna, Sweden. The notification must state the shareholder's name, personal identity number/registration number, shareholding, address, daytime telephone number and information about the attendance of any assistants (maximum two) and, if applicable, information about any proxies.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, [www.xspraypharma.com](http://www.xspraypharma.com). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the extraordinary general meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than Friday 19 May 2023.

#### Participation by advance voting

Shareholders who wish to attend the extraordinary general meeting by advance voting must:

- be registered in the share register maintained by Euroclear Sweden AB on Tuesday 16 May 2023; and must also
- give notice no later than on Friday 19 May 2023, by casting its advance vote in accordance with the instructions below so that the advance vote is received by the company no later than on that day.

A shareholder who wishes to participate in the extraordinary general meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under "*Participation in the extraordinary general meeting at the venue*" above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when voting in advance. The advance voting form is available on the company's website [www.xspraypharma.com](http://www.xspraypharma.com). The completed and signed voting form must be received by the company no later than Friday 19 May 2023. The completed and signed voting form may be submitted by post to Xspray Pharma AB (publ), "Extraordinary General Meeting", Råsundavägen 12, SE-169 67 Solna, Sweden or via e-mail to [generalmeeting@xspray.com](mailto:generalmeeting@xspray.com). The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on the company's website [www.xspraypharma.com](http://www.xspraypharma.com). If the shareholder is a

legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the extraordinary general meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the extraordinary general meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the extraordinary general meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

### **Nominee-registered shares**

To be entitled to participate in the extraordinary general meeting, in addition to providing notification of participation, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the share register as of Tuesday 16 May 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registrations completed no later than the second banking day after Tuesday 16 May 2023 are taken into account when preparing the register of shareholders.

### **Number of shares and votes**

As per the date of this notice, there are a total of 22,680,408 shares outstanding in the company that entitle to one vote per share at the extraordinary general meeting. As per the date of this notice, the company holds no treasury shares.

### **Proposed agenda**

1. Opening of the extraordinary general meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to attest the minutes
6. Determination of whether the general meeting has been duly convened
7. Resolution to authorise the board of directors to issue new shares, warrants and/or convertibles with deviation from the shareholders' preferential rights
8. Resolution to authorise the board of directors to issue new shares, warrants and/or convertibles without deviation from the shareholders' preferential rights
9. Closing of the extraordinary general meeting

### **Proposed resolutions**

#### **Item 2 – Election of chairman of the meeting**

The board of directors proposes that Dain Hård Nevenon, member of the Swedish Bar Association, shall be appointed chairman of the extraordinary general meeting or, in his absence, the person otherwise appointed by the board of directors.

#### **Item 7 – Resolution to authorise the board of directors to issue new shares, warrants and/or convertibles with deviation from the shareholders' preferential rights**

The board of directors proposes that the extraordinary general meeting resolves to authorise the board of directors, at one or several occasions and for the period until the next annual general meeting, with deviation from the shareholders' preferential rights, to increase the company's share capital by issuing new shares, warrants and/or convertibles. Such share issue resolution may be made with or without provisions for contribution in kind or set-off or other conditions. The authorisation may only be utilised to the extent that the number of shares issued by virtue of the authorisation corresponds to not more than 20 per cent of the total number of shares outstanding at the time of the general meeting's resolution on the proposed authorisation.

The purpose of the authorisation is to increase the financial flexibility of the company and the general flexibility of the board of directors. Should the board of directors resolve on share issue by virtue of the authorisation, the reason for this shall be to ensure the company's continued development, finance an acquisition of operations, to procure capital to finance the development of projects or to potentially broaden the shareholder base. Such share issue shall be made at market terms and conditions.

The authorisation under this item 7 shall, as applicable, replace the authorisation for the board of directors to resolve on issuances of new shares with deviation from the shareholders' preferential rights as proposed to the company's annual general meeting on 16 May 2023.

The CEO is authorised to make such minor adjustments to this decision that may be necessary in connection with the registration.

### **Item 8 – Resolution to authorise the board of directors to issue new shares, warrants and/or convertibles without deviation from the shareholders' preferential rights**

The board of directors proposes that the extraordinary general meeting resolves to authorise the board of directors, at one or several occasions and for the period until the next annual general meeting, without deviation from the shareholders' preferential rights, to increase the company's share capital by issuing new shares, warrants and/or convertibles. Such share issue resolution may be made with or without provisions for contribution in kind or set-off or other conditions.

The purpose of the authorisation is to increase the financial flexibility of the company and the general flexibility of the board of directors.

The CEO is authorised to make such minor adjustments to this decision that may be necessary in connection with the registration.

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### **Majority requirements**

A resolution in accordance with item 7 above requires approval of at least two thirds (2/3) of the votes cast and the shares represented at the extraordinary general meeting.

### **Other information**

Upon request by any shareholder and where the board of directors believes that such may take place without significant harm to the company, the board of directors and managing director shall provide information regarding any circumstances which may affect the assessment of a matter on the agenda and circumstances which may affect the assessment of the company's financial position. Shareholders who wish to submit questions in advance may do so by sending post to via email to [generalmeeting@xspray.com](mailto:generalmeeting@xspray.com), or by post to Xspray Pharma AB (publ), "Extraordinary General Meeting", Råsundavägen 12, SE-169 67 Solna, Sweden.

Documentation that pursuant to the Swedish Companies Act is to be held available prior to the extraordinary general meeting will be held available at the company's office on Råsundavägen 12, SE-169 67 Solna, Sweden, and on the company's webpage [www.xspraypharma.com](http://www.xspraypharma.com), at least three weeks before the meeting. Copies of the documents will be sent to the shareholders who so request and who inform the company of their postal address.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear Sweden AB's webpage [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

*This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

Solna, May 2023  
**Xspray Pharma AB (publ)**  
*The board of directors*