

Minutes from Extraordinary General Meeting

Company Karolinska Development AB (publ) (556707-5048)
Date February 19, 2021

1. Opening of the meeting

It was noted that the Extraordinary General Meeting was held in accordance with Section 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, meaning that participation in the Extraordinary General Meeting could only be carried out through postal voting.

The notice is attached as **Appendix 1**.

The form for postal voting used for the postal voting is attached as **Appendix 2**.

Compilation of the total result of postal votes, for each item covered by postal votes, is attached as **Appendix 3**, wherein the information specified in Section 26 of the above law (2020:198) is stated. [It was noted that one shareholder had notified the company of that resolutions under items 3, 5 and 8 shall be postponed to a Continued General Meeting, but a majority has not been reached since the Extraordinary General Meeting did not resolve on a Continued General Meeting and the shareholder's holdings is less than one tenth of all shares in the company].

2. Election of chairman of the meeting

It was resolved to appoint lawyer Johan Hessius from Cirio law firm as chairman of the meeting. It was noted that Johan Dighed, General Counsel at Karolinska Development, had been appointed to keep the minutes at the meeting.

3. Preparation and approval of the voting list

The voting list for the meeting was approved, **Appendix 4**.

4. Approval of the agenda

It was resolved to approve the agenda in accordance with the notice of the meeting.

5. Election of one or two persons to verify the minutes

It was resolved that the chairman of the meeting together with Hans Möller, proxy for Karolinska Institutet Holding AB, should verify the minutes.

6. Determination of whether the meeting was duly convened

It was noted that the notice of the meeting had been published in *Post- och Inrikes Tidningar* on January 28, 2021 and that information that the notice had been issued was published on the same date in *Svenska Dagbladet*. The notice has also been available on the company's website since January 26, 2021.

The meeting was declared duly convened.

7. Election of chairman of the Board of Directors and directors

It was noted that information regarding positions in other companies held by the proposed directors was presented.

It was resolved, in accordance with the Nomination Committee's proposal, to elect Anna Lefevre Skjöldebrand and Ben Toogood as new directors, and to elect Björn Cochlovius as new chairman of the Board of Directors.

The composition of the Board of Directors fulfils the independence requirements under the Swedish Corporate Governance Code.

8. The Board of Directors' proposal regarding principles for remuneration to executive management

It was noted that the proposal had been included in the notice and had been available on the company's website and at the company's office three weeks prior to the meeting. Further, the proposal has been sent on request to shareholders which have provided their postal address.

It was resolved to approve the proposal by the Board of Directors regarding principles for remuneration to executive management in accordance with **Appendix 5**.

9. Closing of the meeting

The meeting was closed.

Keeping minutes

Johan Dighed

Verified

Johan Hessius

Hans Möller