

Karolinska Development AB (publ), Extraordinary General Meeting 2022

The Board of Directors' a) proposal regarding resolution to amendment of the articles of association (limits for share capital and number of shares) and b) approval of the Board of Directors resolution to issue shares with preferential rights for existing shareholders

a) amendment of the articles of association (limits for share capital and number of shares)

To enable the share issue under item b) below, the Board of Directors proposes that the Extraordinary General Meeting resolves that the articles of association's limits for share capital and number of shares in item 4, paragraph 1 of the company's articles of association shall be amended as follows:

Current wording	Proposed wording
4. Share capital and shares The company's share capital shall be not less than SEK 625,000 and not more than SEK 2,500,000. The company shall have not less than 62,500,000 shares and not more than 250,000,000 shares.	4. Share capital and shares The company's share capital shall be not less than SEK 1,750,000 and not more than SEK 7,000,000. The company shall have not less than 175,000,000 shares and not more than 700,000,000 shares.

b) approval of resolution to issue shares with preferential rights for existing shareholders

The Board of Directors proposes that the Extraordinary General Meeting approves the Board of Directors' resolution on December 10, 2021 to increase the company's share capital by not more than SEK 1,227,947.77 by a rights issue of not more than 1,052,163 shares of series A and 121,742,614 shares of series B with preferential rights for existing shareholders on the terms and conditions set out below.

The right to subscribe for shares in the rights issue shall apply to persons whom on the record date for the rights issue are registered as shareholders in the company. Each shareholder has preferential right to subscribe for shares of the same series of shares in relation to the number of shares previously held by the shareholder (primary preferential right). Shares that are not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). If the offered shares are not sufficient for the subscription with subsidiary preferential right, the shares shall be allocated amongst the subscribers in proportion to the number of shares that they previously held, and to the extent this cannot be made, by drawing of lots. Upon sale of subscription rights (of primary preferential right), the subsidiary preferential right also proceed to the new holder of the subscription rights. One (1) existing share (regardless of share series) entitles to one (1) subscription right and ten (10) subscription rights entitle to subscription of seven (7) new shares of the same series of shares as the subscription rights in question. The subscription price per share of series A and series B is SEK 4. The part of the subscription price that exceeds the quotient value of the shares shall be allocated to the non-restricted share premium fund.

If not all shares have been subscribed by the exercise of subscription rights, the Board shall, within the limits of the maximum amount of the rights issue, resolve on the allotment of shares subscribed without the support of subscription rights. Allocation without preferential rights shall primarily be made to such subscribers who have also subscribed for shares with the support of subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event that allotment cannot be made in full, allotment shall be made in relation to the number of subscription rights exercised for subscription of shares. Secondly, allotment of shares subscribed without the support of subscription rights shall be made to those who have subscribed without the support of subscription rights, and in the event that allotment to these cannot be made in full, allotment shall be made in proportion to the number of shares each subscribed. Thirdly and lastly, allotment of shares subscribed without the support of subscription rights shall be made to those who have entered into a guarantee undertakings agreements as issue guarantors, and in the event that allotment cannot be made in full, allotment shall be made in proportion to the amount guaranteed. If allotment in any stage above cannot be made pro rata, allotment shall be made by drawing lots.

The record date for determining which shareholders who are entitled to subscribe for shares with preferential right shall be Friday January 14, 2022.

Subscription of shares with subscription rights shall be made through payment in cash during the period from and including January 18 up to and including February 2, 2022. The Board of Directors shall have the right to extend the subscription and payment period. It is noted that the Board of Directors has the possibility to allow set-off under Chapter 13, section 41 of the Swedish Companies Act.

Subscription of shares without subscription rights shall be made during the period stated above. Such subscriptions shall be made on a separate subscription list. Payment for shares subscribed without subscription rights shall be made in cash not later than two (2) banking days after the contract notes evidencing the allocation of shares has been sent out. The Board of Directors shall have the right to extend the subscription and payment period.

Subscription as concerned possible subscriptions made by guarantors shall be made on a separate subscription list no later than five (5) banking days after the end of the subscription period. Payment for such subscribed and allocated shares shall be made in cash no later than two (2) banking days after the contract notes evidencing the allocation of shares has been sent out. The Board of Directors shall have the right to extend the subscription and payment period.

The new shares shall entitle to dividend for the first time on the first record date for dividend that take place after the rights issue has been registered with the Swedish Companies Registration Office and the shares have been recorded in the share register kept by Euroclear Sweden AB.

Shares of series A are subject to restrictions as set forth in Chapter 4, Section 6 of the Swedish Companies Act (conversion provision).

Documents in accordance with Chapter 13, Section 6 of the Swedish Companies Act is attached, Appendix A–C.

The Board of Directors, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

The resolution of the General Meeting in accordance with items a) and b) above shall be made as one resolution.

To be valid, a resolution in accordance with the proposal by the Board of Directors must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

Solna in December 2021

Karolinska Development AB (publ)

The Board of Directors