

**Protokoll fört vid extra bolagsstämma
med aktieägarna i Swedish Orphan
Biovitrum AB (publ),
org.nr 556038-9321, den 15 augusti 2023
i Stockholm med början kl. 10.00**
*Minutes kept at extraordinary general meeting of
Swedish Orphan Biovitrum AB (publ),
Reg. No. 556038-9321, held on 15 August 2023 in
Stockholm starting at 10 a.m.*

1. Stämmans öppnande / Opening of the meeting

Öppnades extra bolagsstämman, på uppdrag av styrelsen, av advokat Emil Boström som även presenterade bolagets närvarande styrelseledamöter, verkställande direktör och chefsjurist. Det antecknades att styrelsen uppdragit åt bolagets chefsjurist Torbjörn Hallberg att föra protokollet vid extra bolagsstämman.

The extraordinary general meeting was declared opened, on behalf of the Board of Directors, by attorney-at-law Emil Boström, who also presented the company's present board members, CEO and general counsel. It was noted that the company's general counsel Torbjörn Hallberg had been instructed by the Board of Directors to keep the minutes at the extraordinary general meeting.

2. Val av ordförande vid stämman / Election of the chairman of the meeting

Utsågs advokat Emil Boström till ordförande vid extra bolagsstämman.

Lawyer Emil Boström was elected chairman of the extraordinary general meeting.

Godkändes att gäster, såsom anställda vid bolaget, skulle få närvara vid extra bolagsstämman.

It was approved that guests, such as employees of the company, should be allowed to attend the extraordinary general meeting.

3. Upprättande och godkännande av röstlängd / Preparation and approval of the voting list

Informerade ordföranden att bolaget erbjudit aktieägarna att utöva sin rösträtt vid stämman genom att rösta på förhand (s.k. poströstning).

The chairman informed that the company had offered the shareholders to exercise their voting rights by advance voting (so-called postal voting).

Kallelsen till extra bolagsstämman liksom det formulär som använts för poströstning bifogades protokollet, Bilaga 1 och 2.

The notice to the extraordinary general meeting and the postal voting form were attached to the minutes, Appendix 1 and 2.

Upprättades och framlades för godkännande förteckning enligt Bilaga 3 över vid stämman representerade aktieägare, ombud och biträden, varvid aktieägare som poströstat registrerats som representerade.

A list of shareholders, proxies and advisors represented at the meeting, in which shareholders who had submitted postal votes had been registered as represented, was drawn up and presented for approval at the meeting in accordance with Appendix 3.

Godkändes förteckningen enligt Bilaga 3 som röstlängd vid den extra bolagsstämman.

The list, Appendix 3, was approved to serve as voting list at the extraordinary general meeting.

4. Godkännande av dagordning / *Approval of the agenda*

Godkändes den i kallelsen intagna dagordningen som dagordning för extra bolagsstämman.

The agenda presented in the notice of the extraordinary general meeting was approved to serve as the agenda for the extraordinary general meeting.

5. Val av en eller flera justeringspersoner / *Election of one or several persons to verify the minutes*

Beslöts att dagens protokoll skulle justeras av, jämte ordföranden, Petra Hedengran representerande Investor AB och Caroline Sjösten representerande Swedbank Robur Fonder AB.

It was resolved that the minutes of the extraordinary general meeting should be verified by Petra Hedengran, representing Investor AB, and by Caroline Sjösten, representing Swedbank Robur Fonder AB, together with the chairman.

Informerade ordföranden om att det justerade protokollet kommer att publiceras på bolagets hemsida.

The chairman informed that the approved minutes will be published on the company's website.

6. Prövning av om stämman blivit behörigen sammankallad / *Determination of whether the meeting had been duly convened*

Redogjordes för att kallelse till extra bolagsstämman varit införd i Post- och Inrikes Tidningar den 21 juli 2023 och funnits tillgänglig på bolagets hemsida sedan den 18 juli 2023, samt att annons om att kallelse skett publicerats i Svenska Dagbladet den 21 juli 2023.

It was informed that the notice of the extraordinary general meeting had been published in Post- och Inrikes Tidningar (the Swedish Official Gazette) on 21 July 2023 and been available on the company's website since 18 July 2023, and that it had been announced on 21 July 2023 in Svenska Dagbladet that a notice to the extraordinary general meeting had been made.

Konstaterades att extra bolagsstämman var i behörig ordning sammankallad.

It was established that the extraordinary general meeting had been duly convened.

Konstaterades att styrelsens fullständiga förslag till beslut om bemyndigande för styrelsen att besluta om emission av stamaktier med företrädesrätt för bolagets aktieägare och förslag till beslut om bemyndigande för styrelsen att besluta om riktad emission av C-aktier samt bemyndigande för styrelsen att besluta om återköp av emitterade C-aktier fanns tillgängliga vid extra bolagsstämman, att de under tre veckor före stämman funnits tillgängliga på bolagets kontor och på bolagets hemsida, skickats till aktieägare som så begärt samt presenterats i kallelsen.

It was established that the Board of Directors' complete proposal for resolution regarding authorisation for the Board of Directors to resolve on issue of new common shares with preferential rights for the company's shareholders and proposal for resolution regarding authorisation for the Board of Directors to resolve on a directed issue of series C shares and authorisation for the Board of Directors to resolve on repurchase of issued C shares were available at the extraordinary general meeting, had been held available at the company's office and on the company's website during three weeks prior to the meeting, had been sent to shareholders who had requested so and had been presented in the notice to the extraordinary general meeting.

7. Beslut om bemyndigande för styrelsen att besluta om emission av stamaktier / *Resolution regarding authorisation for the Board of Directors to resolve on new issue of common shares*

Redogjorde ordföranden för styrelsens förslag till beslut om bemyndigande för styrelsen att besluta om emission av stamaktier med företrädesrätt för bolagets aktieägare.

The chairman presented the Board of Directors' proposal for resolution regarding authorisation for the Board of Directors to resolve on issue of new common shares with preferential rights for the company's shareholders.

Bereddes aktieägarna tillfälle att ställa frågor med anledning av styrelsens förslag om bemyndigande för styrelsen att besluta om emission av stamaktier.

The shareholders were given the opportunity to ask questions with respect to the Board of Directors' proposal regarding authorisation for the Board of Directors to resolve on issue of new common shares.

Beslöts om bemyndigande för styrelsen att besluta om emission av stamaktier med företrädesrätt för bolagets aktieägare i enlighet med styrelsens förslag, Bilaga 4.

It was resolved on authorisation for the Board of Directors to resolve on issue of new common shares with preferential rights for the company's shareholders in accordance with the proposal of the Board of Directors, Appendix 4.

8. Beslut om bemyndigande för styrelsen att besluta om riktad emission av C-aktier samt bemyndigande för styrelsen att besluta om återköp av emitterade C-aktier / *Resolution regarding authorisation for the Board of Directors to resolve on a directed issue of series C shares and authorisation for the Board of Directors to resolve on repurchase of issued series C shares*

Redogjorde ordföranden för styrelsens förslag till beslut om bemyndigande för styrelsen att besluta om riktad emission av C-aktier samt bemyndigande för styrelsen att besluta om återköp av emitterade C-aktier.

The chairman presented the Board of Directors' proposal for resolution regarding authorisation for the Board of Directors to resolve on a directed issue of series C shares and authorisation for the Board of Directors to resolve on repurchase of issued C shares.

Bereddes aktieägarna tillfälle att ställa frågor med anledning av styrelsens förslag till bemyndigande för styrelsen att besluta om riktad emission av C-aktier samt bemyndigande för styrelsen att besluta om återköp av emitterade C-aktier.

The shareholders were given the opportunity to ask questions with respect to the Board of Directors' proposal regarding authorisation for the Board of Directors to resolve on a directed issue of series C shares and authorisation for the Board of Directors to resolve on repurchase of issued series C shares.

Beslöts med biträde av aktieägare representerande minst två tredjedelar av såväl de angivna rösterna som de vid stämman företrädde aktierna om bemyndigande för styrelsen att besluta om riktad emission av C-aktier samt bemyndigande för styrelsen att besluta om återköp av emitterade C-aktier i enlighet med styrelsens förslag, Bilaga 5.

It was resolved with support from shareholders representing at least two-thirds of the votes cast as well as the shares represented at the general meeting on authorisation for the Board of Directors to resolve on a directed issue of series C shares and authorisation for the Board of Directors to resolve on repurchase of issued series C shares in accordance with the proposal of the Board of Directors, Appendix 5.

9. Stämmans avslutande / *Closing of the meeting*

Förklarades extra bolagsstämman avslutad.

The extraordinary general meeting was declared closed.

Vid protokollet / *Minutes kept by*

Torbjörn Hallberg

Justeras / *Approved*

Emil Boström

Petra Hedengran

Caroline Sjösten

Notice of Extraordinary General Meeting in Swedish Orphan Biovitrum AB (publ)

The shareholders in Swedish Orphan Biovitrum AB (publ) (Sobi®) Reg. No. 556038-9321, are hereby summoned to the Extraordinary General Meeting (the “Meeting”), to be held on Tuesday, 15 August 2023 at 10.00 at the offices of Mannheimer Swartling Advokatbyrå, Norrlandsgatan 21, Stockholm, Sweden. Registration for the Meeting will begin at 09.30.

The Board of Directors has decided that shareholders shall be able to exercise their voting rights at the Meeting also by postal voting in accordance with the regulations in Sobi’s Articles of Association.

Right to participate and registration

(A) Participation at the meeting venue in person

A person who wishes to attend the meeting venue in person or by proxy must

- be registered as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 7 August 2023, and
- give notice of participation no later than 9 August 2023, at Euroclear Sweden AB’s website <https://anmalan.vpc.se/euroclearproxy?sprak=1>, by mail to Swedish Orphan Biovitrum AB (publ), “Extraordinary General Meeting”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, by e-mail generalmeetingservice@euroclear.com or by telephone number +46 8 402 92 27. The notification shall set forth the name, address, telephone number (daytime), personal/corporate identity number and, when applicable, information about the number of assistants (not more than two).

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder shall be issued for the proxy. Proxy forms are available at the company’s website www.sobi.com. If the power of attorney has been issued by a legal entity, a registration certificate or corresponding authorisation must be enclosed. In order to facilitate registration at the Meeting, the power of attorney, registration certificate and other authorisation documents should be sent to the company at the address stated above in connection with the notice of participation.

(B) Participation by postal voting

A person who wishes to participate in the Meeting by postal voting must

- be registered as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on 7 August 2023, and
- give notice of participation no later than 9 August 2023 by casting its postal vote in accordance with the instructions below so that the postal voting form is received by Euroclear Sweden AB no later than that day.

Shareholders who wish to attend the meeting venue in person or by proxy must give notice in accordance with (A) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue in person.

A special form shall be used for postal voting. The postal voting form is available at the company's website www.sobi.com.

The completed and signed postal voting form may be sent by mail to Swedish Orphan Biovitrum AB (publ), "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by e-mail to generalmeetingservice@euroclear.com. Shareholders may also submit their postal votes electronically through verification with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/euroclearproxy?sprak=1>. The completed form must be received by Euroclear Sweden AB no later than 9 August 2023.

The shareholder may not provide specific instructions or conditions to the postal voting form. If so, the vote (*i.e.* the postal vote in its entirety) is invalid. Further instructions and conditions are included in the postal voting form and at <https://anmalan.vpc.se/euroclearproxy?sprak=1>.

If the shareholder submit its postal vote by proxy, a written and dated power of attorney signed by the shareholder shall be enclosed with the postal voting form. Proxy forms are available at the company's website www.sobi.com. If the shareholder is a legal entity, a registration certificate or corresponding authorisation must be enclosed with the form.

Nominee registered shares

In order to be entitled to participate in the Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation, register its shares in its own name so that the shareholder is registered as a shareholder in the share register as of 7 August 2023. Such re-registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than 9 August 2023 will be taken into account in the presentation of the share register.

Proposed agenda

1. Opening of the Meeting.
 2. Election of the chairman of the Meeting.
 3. Preparation and approval of the voting list.
 4. Approval of the agenda.
 5. Election of one or several persons to verify the minutes.
 6. Determination of whether the Meeting has been duly convened.
 7. Resolution regarding authorisation for the Board of Directors to resolve on new issue of common shares.
 8. Resolution regarding (I). authorisation for the Board of Directors to resolve on a directed issue of series C shares and (II). authorisation for the Board of Directors to resolve on repurchase of issued series C shares.
 9. Closing of the Meeting.
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Election of the chairman of the Meeting (item 2)

The Board of Directors proposes that attorney-at-law Emil Boström from Mannheimer Swartling Advokatbyrå is elected chairman of the Meeting.

Preparation and approval of the voting list (item 3)

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of the company, based on the Extraordinary General Meeting's register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

Authorisation for the Board of Directors to resolve on new issue of common shares (item 7)

The Board of Directors proposes that the Meeting resolves to authorise the Board of Directors to, during the period up to the Annual General Meeting 2024, resolve on issue of new common shares with preferential rights for the company's shareholders. The total number of shares that may be issued shall amount to the number of shares that corresponds to issue proceeds of approximately SEK 6,000,000,000 and shall be within the limits of the share capital. The purpose of the authorisation is to repay part of the bridge loan that partly finances the company's acquisition of CTI BioPharma Corp. Other terms and conditions for the new share issue shall be determined by the Board of Directors.

The current authorisation for the Board of Directors to issue new shares and/or convertible bonds and/or warrants, resolved by the Annual General Meeting on 9 May 2023, shall still be applicable.

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorised to make such minor adjustments of the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

Authorisation for the Board of Directors to resolve on a directed issue of series C shares and authorisation for the Board of Directors to resolve on repurchase of issued series C shares (item 8 (I)-(II))

Sobi annually resolves on implementation of long term incentive programmes, divided into two parts, one part directed to managers and executives (the "**Management Programme**") and one part directed to all other employees (the "**All Employee Programme**"). Sobi currently has seven existing incentive programmes. To secure delivery of common shares to the participants in the programmes, Sobi has issued and repurchased redeemable and convertible series C shares. The programmes in question are the Management Programmes 2019-2023 and the All Employee Programmes 2021-2022.

In order to secure delivery of common shares in Sobi to the participants in the above-mentioned incentive programmes after the recalculation of the number of common shares that may be delivered under each programme as a result of the rights issue that Sobi intends to carry out pursuant to the authorisation in item 7, the Board of Directors proposes that the Meeting resolves to (I) authorise the Board of Directors to resolve on a directed issue of series C shares and (II) authorise the Board of Directors to resolve on repurchase of issued series C shares as follows.

(I). Authorisation for the Board of Directors to resolve on a directed issue of redeemable and convertible series C shares

Authorisation for the Board of Directors to resolve on a directed issue of redeemable and convertible series C shares in Sobi on the following terms and conditions:

- a) The number of series C shares to be issued shall amount to no more than 700,000.
- b) The authorisation may be exercised on one or several occasions until the Annual General Meeting 2024.
- c) With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by one external party after arrangement in advance.
- d) The amount to be paid for each new share (the subscription price) shall equal the share's quota value at the time of subscription.¹
- e) The new shares will be subject to restrictions as set forth in Chapter 4, Section 6 (conversion provision) and Chapter 20, Section 31 (redemption provision) in the Swedish Companies Act.

(II). Authorisation for the Board of Directors to resolve on repurchase of all issued redeemable and convertible series C shares

Authorisation for the Board of Directors to resolve on repurchase of all issued redeemable and convertible series C shares in Sobi on the following terms:

- a) Repurchase may be made through a public offer directed to all owners of series C shares in Sobi.
- b) The authorisation may be exercised on one or several occasions until the Annual General Meeting 2024.
- c) The number of series C shares permitted to be repurchased shall amount to no more than 700,000.
- d) Repurchase of shares shall be made at a lowest price per share of 100% and a highest price of 105% of the quotient value, applicable at the time of the subscription of shares according to section (I). above.
- e) Payment for shares repurchased shall be made in cash.
- f) The Board of Directors shall be authorised to establish additional terms for the repurchase.
- g) Repurchase shall also include a so-called interim share, designated by Euroclear Sweden AB as a "paid subscription share" (Sw. *BTA*) relating to a series C share.

¹ The quotient value of the share as per the day of this notice is approximately SEK 0.55.

The authorisations to resolve on new issue and repurchase of series C shares are integrated parts of the hedging arrangements for the incentive programmes previously adopted by the Annual General Meeting as described above. The purpose of the authorisation to resolve on new issue of series C shares and the proposed possibility to repurchase own shares is that Sobi shall be able to fulfil its obligations under the above-mentioned incentive programmes in a cost-effective manner after the recalculation of the number of common shares that may be delivered under each programme as a result of the rights issue that Sobi intends to carry out pursuant to the authorisation in item 7.

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorised to make such minor adjustments of the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

The Board of Directors' proposal for a resolution on (I) authorisation for the Board of Directors to resolve on a directed issue of series C shares and (II) authorisation for the Board of Directors to resolve on repurchase of issued series C shares form one combined proposal. For a valid resolution in accordance with the Board of Directors' proposal, the proposal must be supported by shareholders representing at least two thirds of both the number of votes cast and the shares represented at the Meeting.

Shares and votes

As per the date of this notice there are 311,336,796 shares issued in the company. All shares are common shares representing one vote each. The company holds 14,399,118 own common shares, which cannot be represented at the Meeting.

Documents

Proxy forms and postal voting forms are available on the company's website www.sobi.com. Other documents that shall be held available for the shareholders pursuant to the Swedish Companies Act will be available at the company's head office at Tomtebodavägen 23A, in Solna, Sweden, and at the company's website, www.sobi.com, by 25 July 2023 at the latest. The documents will also be sent without charge to those shareholders who so request and who inform the company of their postal address.

Information at the Extraordinary General Meeting

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

Processing of personal data

For information on how personal data is processed in connection with the Extraordinary General Meeting, visit

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Swedish Orphan Biovitrum AB (publ)
The Board of Directors

NOTIFICATION OF PARTICIPATION AND FORM FOR POSTAL VOTING

in accordance with § 8 of Swedish Orphan Biovitrum AB (publ)'s Articles of Association.

To be received by Euroclear Sweden AB no later than 9 August 2023.

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in Swedish Orphan Biovitrum AB (publ), Reg. No. 556038-9321, at the Extraordinary General Meeting on 15 August 2023. The voting right is exercised in accordance with the voting options marked below.

Shareholder	Personal identity number/registration number

Assurance (if the undersigned is a legal representative of a shareholder who is a legal entity): I, the undersigned, am a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorised to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions.

Assurance (if the undersigned represents the shareholder by proxy): I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Place and date	
Signature	
Clarification of signature	
Telephone number	E-mail

Instructions:

- Complete the information above.
- Select the preferred voting options below.
- Print, sign and send the form to Swedish Orphan Biovitrum AB (publ), “Extraordinary General Meeting”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. A completed and signed form may also be submitted electronically and shall, in such case, be sent to generalmeetingservice@euroclear.com. Shareholders may also cast their votes electronically through verification with BankID via Euroclear Sweden AB’s website <https://anmalan.vpc.se/euroclearproxy?sprak=1>.
- If the shareholder is a natural person who is personally voting by post, it is the shareholder who should sign under *Signature* above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign.
- If the shareholder submits its postal vote by proxy, a power of attorney must be enclosed with the postal voting form. Powers of attorney in Swedish and in English are available on the company’s website www.sobi.com and also upon request. If the shareholder is a legal entity, a registration certificate or corresponding document must be enclosed with the form.
- **Please note that a shareholder whose shares are registered in the name of a bank or other nominee must register its shares in its own name to vote.** Instructions regarding this are included in the notice convening the meeting.

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote (i.e. the postal vote in its entirety) is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented. One form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form may be discarded without being considered.

The postal voting form, together with any enclosed authorisation documentation, shall be received by Euroclear Sweden AB no later than 9 August 2023. A postal vote can be withdrawn up to and including 9 August 2023 by contacting Euroclear Sweden AB at e-mail generalmeetingservice@euroclear.com. Shareholders who have cast their postal votes electronically through verification with BankID may also withdraw their postal vote at <https://anmalan.vpc.se/euroclearproxy>.

A shareholder who has voted by post may also attend the meeting venue, provided that notice of participation to attend the meeting venue has been made in accordance with the instructions stated in the notice convening the Extraordinary General Meeting. If the shareholder has submitted its postal vote and thereafter attends the meeting venue in person or by proxy, the postal vote will still be valid, provided that the shareholder does not participate in a voting during the meeting or otherwise withdraws its submitted postal vote. If the shareholder chooses to participate in a voting during the meeting, the vote cast at the meeting will replace the previously submitted postal vote with regard to the relevant decision(s). **Please note that the postal vote does not constitute a notice of participation to attend the meeting venue in person or by proxy.**

For complete proposals regarding the items on the agenda, kindly refer to the notice convening the Extraordinary General Meeting and the company’s website www.sobi.com.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear Sweden AB’s website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Extraordinary General Meeting in Swedish Orphan Biovitrum AB (publ) on 15 August 2023

The voting options below comprise the proposals submitted by the Board of Directors included in the notice convening the Extraordinary General Meeting.

2. Election of the chairman of the Meeting Yes <input type="checkbox"/> No <input type="checkbox"/>
3. Preparation and approval of the voting list Yes <input type="checkbox"/> No <input type="checkbox"/>
4. Approval of the agenda Yes <input type="checkbox"/> No <input type="checkbox"/>
6. Determination of whether the Meeting has been duly convened Yes <input type="checkbox"/> No <input type="checkbox"/>
7. Resolution regarding authorisation of the Board of Directors to resolve on new issue of common shares Yes <input type="checkbox"/> No <input type="checkbox"/>
8. Resolution regarding I. authorisation of the Board of Directors to resolve on a directed issue of series C shares and II. authorisation of the Board of Directors to resolve on repurchase of issued series C shares Yes <input type="checkbox"/> No <input type="checkbox"/>

Bilaga 4 / Appendix 4

Bemyndigande för styrelsen att besluta om emission av stamaktier

Styrelsen föreslår att bolagsstämman beslutar att bemyndiga styrelsen att, under tiden fram till bolagets årsstämma 2024, besluta om emission av stamaktier med företrädesrätt för bolagets aktieägare. Det totala antal aktier som kan komma att emitteras ska uppgå till det antal aktier som motsvarar en emissionslikvid om cirka 6 000 000 000 SEK och ska rymmas inom aktiekapitalets gränser. Syftet med bemyndigandet är att återbetala delar av det bryggån som delfinansierar bolagets förvärv av CTI BioPharma Corp. Övriga emissionsvillkor ska bestämmas av styrelsen.

Styrelsens befintliga bemyndigande att emittera aktier och/eller konvertibler och/eller teckningsoptioner som antogs på årsstämman den 9 maj 2023 ska fortsatt vara tillämpligt.

Styrelsen, eller den som styrelsen utser, ska ha rätt att göra mindre ändringar i beslutet som kan erfordras i samband med registrering vid Bolagsverket.

Authorisation for the Board of Directors to resolve on new issue of common shares

The Board of Directors proposes that the Meeting resolves to authorise the Board of Directors to, during the period up to the Annual General Meeting 2024, resolve on issue of new common shares with preferential rights for the company's shareholders. The total number of shares that may be issued shall amount to the number of shares that corresponds to issue proceeds of approximately SEK 6,000,000,000 and shall be within the limits of the share capital. The purpose of the authorisation is to repay part of the bridge loan that partly finances the company's acquisition of CTI BioPharma Corp. Other terms and conditions for the new share issue shall be determined by the Board of Directors.

The current authorisation for the Board of Directors to issue new shares and/or convertible bonds and/or warrants, resolved by the Annual General Meeting on 9 May 2023, shall still be applicable.

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorised to make such minor adjustments of the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

Bilaga 5 / Appendix 5

Bemyndigande för styrelsen att besluta om riktad emission av C-aktier samt bemyndigande för styrelsen att besluta om återköp av emitterade C-aktier

Sobi beslutar årligen om införande av långsiktiga incitamentsprogram uppdelade i en del riktad till ledande befattningshavare och högre chefer ("**Chefsprogrammet**") och en del riktad till övriga anställda ("**Personalprogrammet**"). Sobi har för närvarande sju utestående incitamentsprogram i vilka Sobi har säkrat leverans av stamaktier till deltagarna i respektive program genom emission och återköp av inlösen- och omvandlingsbara C-aktier. Programmen som avses är Chefsprogrammen 2019–2023 och Personalprogrammen 2021–2022.

I syfte att säkerställa leverans av stamaktier i Sobi till deltagarna i ovan nämnda incitamentsprogram, efter den omräkning av antalet stamaktier som kan komma att överlåtas inom ramen för respektive program till följd av den företrädesemission som Sobi avser att genomföra med stöd av bemyndigandet i punkt 7, föreslår styrelsen att bolagsstämman beslutar att (I) bemyndiga styrelsen att besluta om riktad emission av C-aktier samt (II) bemyndiga styrelsen att besluta om återköp av emitterade C-aktier enligt följande.

(I). Bemyndigande för styrelsen att besluta om riktad emission av inlösen- och omvandlingsbara C-aktier

Bemyndigande för styrelsen att besluta om riktad emission av inlösen- och omvandlingsbara C-aktier i Sobi på följande villkor:

- a) Det antal C-aktier som får emitteras får uppgå till högst 700 000.
- b) Bemyndigandet får utnyttjas vid ett eller flera tillfällen intill årsstämman 2024.
- c) De nya aktierna ska – med avvikelse från aktieägarnas företrädesrätt – tecknas endast av en i förväg vidtalad extern part.
- d) Det belopp som ska betalas för varje ny aktie ska motsvara aktiens kvotvärde vid tidpunkten för aktieteckningen.¹
- e) De nya aktierna ska omfattas av förbehåll enligt 4 kap. 6 § (omvandlingsförbehåll) och 20 kap. 31 § (inlösenförbehåll) aktiebolagslagen (2005:551).

(II). Bemyndigande för styrelsen att besluta om återköp av samtliga emitterade inlösen- och omvandlingsbara C-aktier

Bemyndigande för styrelsen att besluta om återköp av samtliga emitterade inlösen- och omvandlingsbara C-aktier i Sobi på följande villkor:

- a) Återköp får ske genom ett förvärvserbjudande som riktas till samtliga ägare av C-aktier i Sobi.
- b) Bemyndigandet får utnyttjas vid ett eller flera tillfällen intill årsstämman 2024.

¹ Aktiens kvotvärde är per dagen för denna kallelse cirka 0,55 SEK.

- c) Det antal C-aktier som får återköpas får uppgå till högst 700 000.
- d) Återköp ska ske till ett pris per aktie om lägst 100 procent och högst 105 procent av det kvotvärde som gäller vid tidpunkten för aktieteckning enligt punkt (I). ovan.
- e) Betalning för återköpta aktier ska erläggas kontant.
- f) Styrelsen ska äga rätt att fastställa övriga villkor för återköpet.
- g) Återköp ska även kunna ske av så kallad interimssaktie, av Euroclear Sweden AB betecknad Betald Tecknad Aktie (BTA), avseende C-aktie.

Emissions- samt återköpsbemyndigandet utgör integrerade delar av säkringsåtgärderna för de av årsstämmorna tidigare beslutade incitamentsprogrammen enligt ovan. Syftet med emissionsbemyndigandet och den föreslagna återköpsmöjligheten är att Sobi på ett kostnadseffektivt sätt ska kunna fullgöra sina åtaganden under ovan nämnda incitamentsprogram, efter den omräkning av antalet stamaktier i Sobi som kan komma att överlåtas inom ramen respektive program till följd av den företrädesemission som Sobi avser att genomföra med stöd av bemyndigandet i punkt 7.

Styrelsen, eller den som styrelsen utser, ska ha rätt att göra mindre ändringar i beslutet som kan erfordras i samband med registrering vid Bolagsverket.

Styrelsens förslag till beslut om (I) bemyndigande för styrelsen att besluta om riktad emission av C-aktier samt (II) bemyndigande för styrelsen att besluta om återköp av emitterade C-aktier utgör ett sammantaget förslag. För giltigt beslut i enlighet med styrelsens förslag ska förslaget biträdas av aktieägare representerande minst två tredjedelar av såväl de avgivna rösterna som de vid stämman företrädde aktierna.

Authorisation for the Board of Directors to resolve on a directed issue of series C shares and authorisation for the Board of Directors to resolve on repurchase of issued series C shares

Sobi annually resolves on implementation of long term incentive programmes, divided into two parts, one part directed to managers and executives (the “**Management Programme**”) and one part directed to all other employees (the “**All Employee Programme**”). Sobi currently has seven existing incentive programmes. To secure delivery of common shares to the participants in the programmes, Sobi has issued and repurchased redeemable and convertible series C shares. The programmes in question are the Management Programmes 2019-2023 and the All Employee Programmes 2021-2022.

In order to secure delivery of common shares in Sobi to the participants in the above-mentioned incentive programmes after the recalculation of the number of common shares that may be delivered under each programme as a result of the rights issue that Sobi intends to carry out pursuant to the authorisation in item 7, the Board of Directors proposes that the Meeting resolves to (I) authorise the Board of Directors to resolve on a directed issue of series C shares and (II) authorise the Board of Directors to resolve on repurchase of issued series C shares as follows.

(I). Authorisation for the Board of Directors to resolve on a directed issue of redeemable and convertible series C shares

Authorisation for the Board of Directors to resolve on a directed issue of redeemable and convertible series C shares in Sobi on the following terms and conditions:

- a) The number of series C shares to be issued shall amount to no more than 700,000.
- b) The authorisation may be exercised on one or several occasions until the Annual General Meeting 2024.
- c) With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by one external party after arrangement in advance.
- d) The amount to be paid for each new share (the subscription price) shall equal the share's quota value at the time of subscription.²
- e) The new shares will be subject to restrictions as set forth in Chapter 4, Section 6 (conversion provision) and Chapter 20, Section 31 (redemption provision) in the Swedish Companies Act.

(II). Authorisation for the Board of Directors to resolve on repurchase of all issued redeemable and convertible series C shares

Authorisation for the Board of Directors to resolve on repurchase of all issued redeemable and convertible series C shares in Sobi on the following terms:

- a) Repurchase may be made through a public offer directed to all owners of series C shares in Sobi.
- b) The authorisation may be exercised on one or several occasions until the Annual General Meeting 2024.
- c) The number of series C shares permitted to be repurchased shall amount to no more than 700,000.
- d) Repurchase of shares shall be made at a lowest price per share of 100% and a highest price of 105% of the quotient value, applicable at the time of the subscription of shares according to section (I). above.
- e) Payment for shares repurchased shall be made in cash.
- f) The Board of Directors shall be authorised to establish additional terms for the repurchase.
- g) Repurchase shall also include a so-called interim share, designated by Euroclear Sweden AB as a "paid subscription share" (Sw. *BTA*) relating to a series C share.

² The quotient value of the share as per the day of this notice is approximately SEK 0.55.

The authorisations to resolve on new issue and repurchase of series C shares are integrated parts of the hedging arrangements for the incentive programmes previously adopted by the Annual General Meeting as described above. The purpose of the authorisation to resolve on new issue of series C shares and the proposed possibility to repurchase own shares is that Sobi shall be able to fulfil its obligations under the above-mentioned incentive programmes in a cost-effective manner after the recalculation of the number of common shares that may be delivered under each programme as a result of the rights issue that Sobi intends to carry out pursuant to the authorisation in item 7.

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorised to make such minor adjustments of the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

The Board of Directors' proposal for a resolution on (I) authorisation for the Board of Directors to resolve on a directed issue of series C shares and (II) authorisation for the Board of Directors to resolve on repurchase of issued series C shares form one combined proposal. For a valid resolution in accordance with the Board of Directors' proposal, the proposal must be supported by shareholders representing at least two thirds of both the number of votes cast and the shares represented at the Meeting.