

### **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](mailto: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](http://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](http://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](mailto: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](http://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.<sup>1</sup>
- 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.

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

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

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.

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### **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](http://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](http://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>.

Stockholm in July 2023  
Swedish Orphan Biovitrum AB (publ)  
The Board of Directors

### **Sobi**

Sobi® is a specialised international biopharmaceutical company transforming the lives of people with rare and debilitating diseases. Providing reliable access to innovative medicines in the areas of haematology, immunology and specialty care, Sobi has approximately 1,600 employees across Europe, North America, the Middle East, Asia and Australia. In 2022, revenue amounted to SEK 18.8 billion. Sobi's share (STO:SOBI) is listed on Nasdaq Stockholm. More about Sobi at [sobi.com](http://sobi.com), [LinkedIn](#) and [YouTube](#).

## Contacts

For details on how to contact the Sobi Investor Relations Team, please click [here](#). For Sobi Media contacts, click [here](#).