

*N.B. This English translation is for convenience purposes only.*

## **NOTICE OF 2021 ANNUAL GENERAL MEETING OF BIO-WORKS TECHNOLOGIES AB**

The shareholders of Bio-Works Technologies AB (publ), corporate identity number 556935-3559, are hereby given notice of the AGM on Friday 21 May 2021.

Due to the corona pandemic, the board has decided that the meeting should be held without physical presence of shareholders, representatives or third parties and that the shareholders before the meeting should be able to exercise their voting rights only by post. Information on the resolutions passed at the meeting will be disclosed on 21 May 2021 when the outcome of the postal voting has been finally confirmed.

### **Participation at the meeting**

Shareholders who wish to attend the meeting by postal voting must:

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Wednesday, 12 May 2021,
- give notice of attendance by submitting a postal vote in accordance with the instructions under the section "Postal voting" below in such time that the postal vote is received by company no later than Thursday, 20 May 2021. Notification to the meeting can only be made by postal voting.

To be entitled to participate in the AGM, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the general meeting by casting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the shareholder register as of the record date Wednesday, 12 May 2021 (so-called voting rights registration). Such registration may be temporary 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 that have been made by the nominee no later than Monday, 17 May 2021 will be taken into account in the presentation of shareholder register.

### **Postal voting**

Shareholders may only exercise their voting rights at the meeting by voting in advance, so called postal voting, according to section 22 of the Swedish Act (2020:198) on temporary exemptions to facilitate the execution of general meetings in companies and associations. A special form must be used for the postal vote. The form is available on [www.bio-works.com](http://www.bio-works.com). The form for postal voting is valid as notification to the meeting.

Completed and signed form for postal voting can be sent by mail to till Bio-Works AB Technologies AB, "AGM", Virdings Allé 18, 754 50 Uppsala, or by e-mail to [info@bio-works.com](mailto:info@bio-works.com). Completed and signed form must be received by the company no later than 20 May 2021. Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

If the shareholder votes by proxy, a written and dated power of attorney, signed by the shareholder, as well as other authorization documents, must be attached to the postal voting form. A proxy form is available at [www.bio-works.com](http://www.bio-works.com).

### **Proposed agenda**

1. Election of chairman at the AGM.
2. Election of on person to verify the minutes.
3. Preparation and approval of voting register.

*N.B. This English translation is for convenience purposes only.*

4. Approval of the agenda.
5. Determination on whether the AGM has been duly convened.
6. Presentation of the annual report and auditor's report, the consolidated financial statements and the auditor's report on the consolidated financial statements for 2020.
7. Resolution on adoption of the income statement and balance sheet and of the consolidated income statement and consolidated balance sheet.
8. Resolution on discharge from liability of the board members and the CEO.
9. Resolution on allocation of the company's result pursuant to the adopted balance sheet.
10. Resolution on the number of directors and deputy directors, and the number of auditors and deputy auditors.
11. Resolution on fees to the board and auditor.
12. Election of board of directors and chairman of the board.
13. Election of auditor.
14. Resolution on the guidelines for appointment of nominating committee.
15. Resolution to amend the articles of association.

## **Proposals**

### Item 1 - Chairman at the AGM

Peter von Ehrenheim is proposed as chairman of the AGM, or in his absence, any person appointed by the committee.

### Item 2 - Election of one person to verify the minutes

The board proposes that Jan Berglöf is elected to, in addition to the chair, verify the minutes, or in his absence, any person appointed by the board. The assignment to verify the minutes also include checking the voting register and that the received postal votes are correctly reflected in the minutes of the meeting.

### Item 3 - Preparation and approval of voting register

The voting register proposed to be approved is the voting register prepared, based on the general meeting shareholder register, and received postal votes, controlled by the person assigned to verify the minutes.

### Item 9 - Resolution on allocation

The board of directors proposes that the AGM 2021 decide that dividends will not be paid.

### Item 10 - Number of directors, deputy directors, auditors and deputy auditors

The nomination committee proposes:

- the number of elected members of the board shall be five (5) without any deputy directors, and
- the number of auditors shall be one (1) audit company without any deputies.

### Item 11 - Fees to the board and auditor

The nomination committee proposes the following fees to be paid to the board of directors and auditors:

- SEK 180,000 to the chairman of the board and SEK 90,000 to each of the other directors elected by the AGM;
- in addition to the board fees, no remuneration for work in the board's committees; and
- auditor's fees shall be paid in accordance with approved invoice.

*N.B. This English translation is for convenience purposes only.*

#### Item 12 - Election of board of directors and chairman of the board

The nomination committee proposes:

- re-election of Peter von Ehrenheim, Kirsti Gjellan, Peter Nählstedt, Johan Sedihn and Patrick Van de Velde as directors, and
- Peter von Ehrenheim is proposed as chairman of the board.

The director Thomas Eklund and the deputy director Thomas Pollare have declined re-election.

A presentation of the proposed directors is available at Bio-Works Technologies website, [www.bio-works.com](http://www.bio-works.com).

#### Item 13 – Election of auditor

The nomination committee proposes re-election of the audit company Öhrlings PricewaterhouseCoopers AB ("PWC"). PWC has notified the company that the authorized auditor Leonard Daun will be appointed as chief auditor if the AGM resolves in favour of the proposal.

#### Item 14 – Resolution on guidelines for appointment of nominating committee

The board of directors proposes the AGM to resolve that a nominating committee shall be appointed and that the following guidelines for appointment of the nominating committee and its work shall be adopted.

The AGM instructs the chairman of the board of directors to contact the three largest shareholders of the company (by voting rights), according to the information presented by Euroclear Sweden AB as per the last banking day of September. Documented shareholding through pension or insurance solutions shall be considered. Each of these three shareholders shall be entitled to appoint a representative. The chairman of the board may, if necessary, be co-opted to the nomination committee. Should any of the three largest shareholders refrain from appointing a member to the nominating committee, the right to appoint such member shall transfer to the subsequent largest shareholder.

The members of the nominating committee shall elect chairman among themselves. Unless the members agree otherwise, the member representing the largest shareholder shall be the chairman of the nominating committee. The composition of the nominating committee shall be announced not later than six months prior to the AGM. The nominating committee's mandate period runs until a new nominating committee has been appointed. If a change occurs in the shareholding structure after the appointment of the nominating committee, a shareholder no longer being one of the three largest shareholders shall procure that its member of the nominating committee offers his/her resignation and that the new shareholder among the three largest shareholders is entitled to appoint a member of the nominating committee instead. Minor changes shall, however, not be considered. A shareholder who has appointed a member to the nominating committee is always entitled to replace such member or appoint a new member should its member leave the assignment. If a member of the nominating committee leaves the committee before its assignment has been completed, the shareholder who has appointed the member shall be requested to replace the member within reasonable time, however, not more than 30 days. Should the shareholder refrain from appointing a new member to the nominating committee, the right to appoint such member shall transfer to the subsequent largest shareholder provided that such shareholder has not already appointed a member or refrained from appointing a member.

Changes in the nominating committee's composition shall be announced on the company's website.

Fees will not be paid to the members of the nominating committee. The members of the nominating committee will however be compensated by the company for reasonable expenses and costs deemed necessary for the work of the committee.

The nominating committee shall submit recommendations for the following resolutions ahead of the AGM:

*N.B. This English translation is for convenience purposes only.*

- a. Proposal on directors to the board of directors
- b. Proposal on chairman of the board of directors
- c. Proposal on remuneration to the directors of the board of directors including distribution between the chairman and other directors of the board and remuneration for committee work, if any
- d. Proposal on auditors
- e. Proposal on remuneration to the company's auditors
- f. Proposal on changes of the guidelines for appointment of the nominating committee, if any

These guidelines are proposed to apply until further notice and until changed by the general meeting of shareholders.

#### Item 15 – Resolution to amend the articles of association

The board of directors proposes that the 2021 AGM resolves to amend paragraph 1 and paragraph 8 section 2 of the articles of association due to certain changes to statutory law.

*Please note that the proposed amendment of § 1 does not affect the English unofficial translation of the articles of association.*

#### **1. Company name/Company name**

##### Current wording

“The registered name of the company is Bio-Works Technologies AB. The company is a public company (publ).”

##### Proposed wording

“The registered name of the company is Bio-Works Technologies AB. The company is a public company (publ).”

#### **8. Notice**

##### Current wording

“To participate at a shareholders’ meeting, shareholders shall, firstly be recorded in a printout or other presentation of the share register relating to the circumstances five working days prior to the shareholders’ meeting, and secondly notify the company no later than the day stipulated in the notice convening the meeting. The latter mentioned day may not be a Sunday, any other public holiday, a Saturday, Midsummer’s Eve, Christmas Eve or New Year’s Eve, and must not be more than the fifth working day prior to the meeting.”

##### Proposed wording

“To participate at a shareholders’ meeting, shareholders shall notify the company no later than the day stipulated in the notice convening the meeting. This day may not be a Sunday, any other public holiday, a Saturday, Midsummer’s Eve, Christmas Eve or New Year’s Eve, and must not be more than the fifth working day prior to the meeting.”

#### **Special majority requirements**

A resolution in accordance with item 15 require support of shareholders with at least two-thirds of the number of votes and shares represented at the meeting to be valid.

#### **Shares and votes**

The total number of shares in the company on the day this notice was issued was 30,415,746 with one vote each. The company does not hold any own shares.

*N.B. This English translation is for convenience purposes only.*

### **Disclosures at the AGM**

The board of directors and the CEO shall, if any shareholder requests and if the board of directors is of the opinion that it can be done without causing material harm to the company, provide disclosures about conditions that may influence an assessment of an item of business on the agenda, conditions that may influence an assessment of the company's or a subsidiary's financial situation, and the company's relationship to other group companies.

A request for such information shall be made in writing to Bio-Works AB Technologies AB, "AGM", Virdings Allé 18, 754 50 Uppsala, or via e-mail to [info@bio-works.com](mailto:info@bio-works.com). The questions must be received by the company no later than on 11 May 2021. The information will be available at [www.bio-works.com](http://www.bio-works.com), and at the company at the address Virdings Allé 18, Uppsala, no later than 16 May 2021. The information will be sent to shareholders who so request and provide their address.

### **Documents**

Documents that are to be made available pursuant to the Swedish Companies Act are presented by keeping them available at the company, at Virdings Allé 18, 754 50 Uppsala, Sweden, and on the company's website, [www.bio-works.com](http://www.bio-works.com), not later than three weeks before the AGM and will be sent upon request to shareholders who have provided their postal address. Request can be made by phone on 0735 189 082. The shareholder register will be available at the company the address above.

Uppsala, April 2021  
Bio-WorksTechnologies AB (publ)  
*The board of directors*