

## **Report from the Annual General meeting of IRLAB Therapeutics AB**

Today, on Tuesday June 20, 2023, IRLAB Therapeutics AB held its Annual General Meeting at Wallenbergs Konferenscentrum, Medicinaregatan 20 A in Gothenburg, Sweden. Attorney Dag Fredlund from MAQS Advokatbyrå was elected as Chair of the Annual General Meeting. The following main resolutions were resolved upon at the Annual General Meeting.

### **Adoption of income statement and balance sheet as well as consolidated income statement and consolidated balance sheet**

The Annual General Meeting adopted the income statement and the consolidated income statement as well as the balance sheet and the consolidated balance sheet for the financial year 2022.

### **Disposition of the company's results**

The disposition of the company's results proposed by the board of directors was adopted by the Annual General Meeting. This means that the funds available to the Annual General Meeting, totaling SEK 441,879,993 shall be carried forward in full and that no dividend shall be paid for the past financial year.

### **Resolution on discharge of liability**

The Annual General Meeting resolved on discharge of liability for all members of the board of directors and the managing director for the financial year 2022.

### **Election of Board members and auditor**

The Annual General Meeting resolved that the board of directors shall consist of seven board members. Carola Lemne, Catharina Gustafsson Wallich, Gunnar Olsson and Rein Piir were re-elected as board members and Christer Nordstedt, Daniel Johnsson and Veronica Wallin were elected as new board members. Carola Lemne was re-elected as Chair of the board of directors for the period until the close of the next annual general meeting.

The Annual General Meeting resolved to re-elect Öhrlings PricewaterhouseCoopers AB (PwC) as auditor for the period until the close of the next annual general meeting with the authorised public accountant Ulrika Ramsvik as new auditor in charge.

A presentation of the newly elected board members, including an assessment of their independence in relation to the company, the company's management, and major shareholders, is available on the company's website ([www.irlab.se](http://www.irlab.se)).

### **Remuneration of the board of directors and the auditor**

The Annual General Meeting resolved on remuneration to the board of directors with SEK 550,000 to the Chair of the board of directors and SEK 250,000 to each of the other board members. No director's fee

shall however be paid if and during the time the board member is employed by the company or any of its subsidiaries.

It was further resolved that remuneration shall be paid to the board's audit committee with SEK 85,000 to the committee's Chair and SEK 50,000 to each of the other members of the Committee, that remuneration shall be paid to the board's remuneration committee with SEK 50,000 to the committee's Chair and SEK 30,000 to each of the other members of the committee.

It was resolved that fees to the auditor shall be paid in accordance with invoices approved by the company.

### **Instruction to the nomination committee**

The Annual General Meeting resolved, in accordance with the nomination committee's proposal, that the principles that were adopted at the Annual General Meeting 2022, shall continue to apply as the instruction to the nomination committee and that such principles shall continue to apply until further notice.

Pursuant to the instruction, the nomination committee shall consist of four members that shall be appointed by the three largest shareholders or groups of shareholders in the company in terms of voting rights on the last banking day of August together with the Chair of the board of directors.

The instruction to the nomination committee adopted at the Annual General Meeting 2022, is available on the company's website ([www.irlab.se](http://www.irlab.se)).

### **Guidelines for salary and other compensation to senior management and the remuneration report**

No changes had been proposed to the guidelines for remuneration to the senior management (the "**Guidelines**") (adopted by the Annual General Meeting 2022) why the Guidelines will continue to apply without any changes.

The Guidelines adopted at the Annual General Meeting 2022, are available on the Company's website ([www.irlab.se](http://www.irlab.se)).

It was further resolved to approve the board of directors' remuneration report for 2022. The board of directors' remuneration report for 2022 provides an outline of how the Guidelines have been implemented in 2022. The remuneration report also provides information on the remuneration to the company's CEO and a summary of the company's outstanding incentive programs. There have been no deviations from the procedure for the implementation of the Guidelines and no derogations from the application of the Guidelines in 2022.

The Remuneration Report for 2022 is available on the Company's website ([www.irlab.se](http://www.irlab.se))

### **Authorization for the board of directors to resolve on new issue of shares and/or convertibles (Authorization 1)**

The Annual General Meeting resolved, in accordance with the board's proposal, to authorize the board of directors to, on one or several occasions during the period until the next Annual General Meeting, resolve on new issue of shares of series A and/or convertibles entitling to conversion to shares of series A for payment in cash and/or with terms regarding issue in kind, payment by set-off, or otherwise with terms and thereby be able to deviate from the shareholders' preferential right, ("**Authorization 1**").

The issues shall be made on market-based subscription price determined by the board of directors in consultation with the Company's financial advisers, if any, taking into consideration market-based issue discount, where applicable.

The number of shares that may be issued or the number of shares that convertibles shall entitle conversion to by virtue of the authorization shall in total amount to a maximum of 10,373,680 new shares (corresponding to a reduced shareholding for non-participating shareholders (dilution) amounting to approximately 16.7 per cent or an increase of the existing number of outstanding shares by approximately 20 per cent), of which the total number of shares or the number of shares to which convertible bonds shall entitle conversion to in case of an issue with deviation from the shareholders' preferential rights shall amount to a maximum of 5,186,840 new shares (corresponding to a reduced shareholding for non-participating shareholders (dilution) amounting to approximately 8.35 per cent or an increase of the existing number of outstanding shares by approximately 10 per cent).

If the board of directors utilize Authorization 2, a reduction shall be made by the corresponding number of shares of the shares and/or convertibles that may be issued in accordance with this Authorization 1. In this way, the total number of shares/warrants/convertibles that may be issued by virtue of Authorization 1 and/or Authorization 2 shall never exceed 10,373,680 new shares.

The purpose of the authorization and the reason to deviate from the preferential right of the shareholders is that issues shall be possible to be made for financing the Company's business, commercialization and development of the Company's products and markets, and/or acquisition of businesses, companies, or parts of companies, and/or enable a broadening of the owner base of the Company.

For the avoidance of doubt, Authorization 1 may not be used for directed issues to directors or employees of the Company or its subsidiaries.

#### **Authorization for the board of directors to resolve on new issue of warrants (Authorization 2)**

The Annual General Meeting resolved, in accordance with the board's proposal, to authorize the board of directors to, on one or several occasions during the period until the next Annual General Meeting, resolve on new issue of warrants entitle to subscription of series A for payment in cash and/or with terms regarding issue in kind, payment by set-off, or otherwise with terms and thereby be able to deviate from the shareholders' preferential right, ("**Authorization 2**").

The authorization is limited to warrants issued in connection with an issue of so-called units, consisting of shares or convertibles and warrants.

The issues shall be made on market-based subscription price determined by the board of directors in consultation with the Company's financial advisers, if any, taking into consideration any market-based issue-discount, where applicable.

The number of shares that may be subscribed for based on the warrants by virtue of the authorization shall in total amount to a maximum of 10,373,680 new shares (corresponding to a reduced shareholding for non-participating shareholders (dilution) amounting to approximately 16.7 per cent or an increase of the existing number of outstanding shares by approximately 20 per cent).

If the board of directors utilizes Authorization 1, a reduction shall be made by the corresponding number of shares of the maximum number of shares that may be subscribed for based on the warrants in accordance with this Authorization 2. In this way, the total number of shares/warrants/convertibles that may be issued by virtue of Authorization 1 and/or Authorization 2 shall never exceed 10,373,680 new shares.

The purpose of the authorization and the reason to deviate from the preferential right of the shareholders is that issues shall be possible to be made for financing the Company's business, commercialization and development of the Company's products and markets, and/or acquisition of businesses, companies, or parts of companies, and/or enable a broadening of the owner base of the Company.

For the avoidance of doubt, Authorization 2 may not be used for directed issues to directors or employees of the Company or its subsidiaries.

### **Minutes and complete resolutions**

The minutes from the annual general meeting, including the complete resolutions, will be available on the company's website ([www.irlab.se](http://www.irlab.se)).