

PCI BIOTECH HOLDING ASA
PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING 25 May 2023

Item 2 Election of a chairperson for the meeting and a person to co-sign the minutes

The board of directors proposes that the chairman of the board of directors is elected as chairman of the meeting and that the chairman suggests a person to co-sign the minutes.

Item 3 Approval of the notice and the agenda

The board of directors proposes that the notice and agenda are approved.

Item 5 Approval of the annual accounts and the annual report, including the statement regarding corporate governance, for the financial year 2022, and distribution of results for 2022 for the parent company PCI Biotech Holding ASA

The board of directors' proposal for annual accounts and annual report, including the statement regarding corporate governance in accordance with the Norwegian Accounting Act section 3-3b, for the financial year 2022, as well as the auditor's report, are available at the Company's website www.pcibiotech.com and at the Company's office and can be sent by mail upon request. The board of directors proposes that the general meeting makes the following resolution:

"The board of directors' proposal for annual accounts and annual report for the financial year 2022 are approved, including the board of directors' report on corporate governance pursuant to the Norwegian Accounting Act section 3-3b. The parent company's result is transferred to other equity."

Item 6 Election of board of directors

The nomination committee's recommendation is available at the Company's website www.pcibiotech.com and can be sent by mail upon request. The board of directors proposes that the general meeting, in accordance with the nomination committee's recommendation, re-elects the following board members, by making the following resolution:

"The following persons are elected to the board of directors:

- *Hans Peter Bøhn (chairman)*
- *Lars Viksmoen*
- *Hilde Furberg*

With an election term until the ordinary general meeting in 2024."

Item 7 Election of members to the nomination committee

The nomination committee's recommendation is available at the Company's website www.pcibiotech.com and can be sent by mail upon request. The board of directors proposes that the general meeting, in accordance with the nomination committee's recommendation, re-elects the following members, by making the following resolution:

"The following persons are elected to the board of directors:

- *Jónas Einarsson (chair)*
- *Erik Must*

With an election term until the ordinary general meeting in 2025."

Item 8 Determination of remuneration to the board of directors and the nomination committee

Reference is made to the nomination committee's recommendation which is available at the Company's website www.pcibiotech.com and can be sent by mail upon request.

The board of directors proposes that the general meeting, in accordance with the nomination committee's recommendation, makes the following resolution:

"Remuneration to the members of the board of directors for the last year is fixed to NOK 395,000 for the chairman of the board of directors and NOK 260,000 for each of the other board members."

The board of directors proposes that the general meeting, in accordance with the nomination committee's recommendation, makes the following resolution:

"The nomination committee will not be remunerated for last year."

Item 9 Approval of remuneration to the auditor

The board of directors proposes that the general meeting makes the following resolution:

"Remuneration to the auditor of NOK 196,900 for statutory audit of PCI Biotech Holding ASA for 2022 is approved."

Item 10 Advisory vote on the remuneration report 2022 for salary and other remuneration to the executive management

In accordance with the Norwegian Public Limited Liability Companies Act § 6-16b, the board has prepared a remuneration report 2022 for salary and other remuneration to the executive management.

The guidelines for determination of salary and other remuneration to the executive management and the 2022 remuneration report for executive management are available at the Company's website www.pcibiotech.com and can be sent by mail at no charge upon request.

The board of directors proposes that the general meeting makes an advisory vote and that the result of the vote is recorded in the minutes of the general meeting.

Item 11 Board authorisation for capital increase by share issue in connection with the Company's employee incentive program

The ordinary general meeting held 25 May 2022 authorised the board of directors to issue up to 2,790,000 shares in the Company, representing at that time approximately 7.5% of total outstanding shares, in connection with the Company's incentive program. The authorisation is valid for a one-year period. A total number of 1,000,000 share options are outstanding per date of this notice. Taking into account exercised and outstanding share options the board of directors are authorised to allot additional 1,790,000 share options as of date of this notice. Since the authorisation now expires the board of directors asks for a renewed authorization, valid for one year, to issue up to 2,790,000 shares.

Due to the proposed purpose and scope of the authorisation, it may be necessary to set aside the pre-emptive rights for existing shareholders to subscribe for new shares according to section 10-4 of the Norwegian Public Limited Liability Companies Act if the authorisation is used.

Based on the foregoing, the board of directors proposes that the general meeting makes the following resolution:

- a) *"The board of directors of PCI Biotech Holding ASA is hereby authorised, in accordance with Section 10-14 of the Norwegian Public Limited Liability Companies Act, to carry out one or more share capital increases by issuing a number of shares with a maximum total nominal value of up to NOK 8,370,000, by issuing up to 2,790,000 shares with a nominal value of NOK 3.*
- b) *Existing shareholders pre-emptive right to subscribe for shares according to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be set aside in the event of a share capital increase as authorised herein.*
- c) *The instant authorisation is only valid for share issues with cash contribution from employees who have been granted options under the Company's incentive scheme. The authorisation does not comprise share capital increases in connection with mergers; cf. Section 13-5 of the Norwegian Public Limited Liability Companies Act.*
- d) *The authorisation is valid until the ordinary general meeting in 2024, however no later than 30 June 2024. The authorisation is valid for one or more capital increases until the maximum amount by which the share capital may be increased under a) is achieved.*
- e) *In the event that the Company's share capital or the nominal value of the shares is changed by way of a capitalisation issue, write-down of share capital, stock split, stock consolidation etc., the maximum nominal value of the shares that may be issued under the authorisation shall be adjusted accordingly.*
- f) *The new shares, which may be subscribed for according to this authorisation, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Norwegian Register of Business Enterprises.*
- g) *This authorisation replaces all previously granted authorisations for share capital increase from the date this authorisation is registered with the Norwegian Register of Business Enterprises."*

Item 12 Board authorisation to issue shares in connection with private placements

The ordinary general meeting held 25 May 2022 authorised the board of directors to increase the Company's share capital, in one or more occurrences, by up to NOK 12,034,000, in connection with private placements. The authorisation is valid for a one-year period and constitutes approximately 10% of the share capital.

To give the board sufficient financial freedom in connection with any acquisitions or similar transactions, or to strengthen the Company's equity in general, the board proposes that it is given an authorisation to issue shares for up to 10% of the registered share capital of the Company as of today, and taking into account potential share capital increases in relation to the Company's incentive program for employees.

To exercise this authorisation in the best possible manner commercially, it may be relevant in certain situations to make a private offering of shares to certain named persons and/or enterprises. The board requests therefore that the authorisation also encompass the right to waive the shareholders' pre-emptive rights.

Based on this, the board proposes that the general meeting makes the following resolution:

- a) *"Pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of PCI Biotech Holding ASA is granted an authorisation to increase the Company's share capital, in one or more occurrences, by up to NOK 12,034,000.*
- b) *The authorisation shall not be used to increase the share capital by an amount in excess of 10% of the share capital of the Company, based on today's share capital and potential share capital increases in relation to the Company's employee incentive program.*
- c) *The authorisation may be used for general corporate purposes, including but not limited to financing and acquisitions of other companies, including issuance of consideration shares in connection with the above mentioned transactions. The authorisation comprises share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.*
- d) *In the event that the Company's share capital or the nominal value of the shares is changed by way of a capitalisation issue, write-down of share capital, stock split, stock consolidation etc., the maximum nominal value of the shares that may be issued under the authorisation shall be adjusted accordingly.*
- e) *The new shares, which may be subscribed for according to this authorisation, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Norwegian Register of Business Enterprises.*
- f) *The authorisation is valid until the Company's Annual General Meeting in 2024, but no longer than 30 June 2024.*
- g) *The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from.*
- h) *The board is authorised to decide upon the subscription terms, including issue price, date of payment and the right to sell the shares to others.*
- i) *The authorisation comprises share capital increases against contribution in kind, etc., cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act."*

Item 13 Election of auditor

The current auditor of the Company shall change its responsible auditor for the Company, and in this connection the board has considered it appropriate to use the opportunity to make a broader assessment of the assignment as the Company's auditor. The board has considered various candidates and has, after the review come to the conclusion that it is desirable to change the auditor and proposes that RSM Norge AS is chosen as the Company's new auditor.

The board of directors proposes that the general meeting makes the following resolution:

"EY AS resigns as auditor. RSM Norge AS is elected as new auditor."

Item 14 Write-down of share capital

Pursuant to section 3-5 of the Norwegian Limited Liability Companies Act, the board has a duty to implement measures if the Company's equity is reduced to less than half of the

share capital. As of 31 December 2022, more than 50% of the Company's share capital is retained, but the Company expects that the equity will be reduced to less than half of the share capital during 2023.

The board has therefore assessed its duty to act in accordance with section 3-5 of the Norwegian Public Limited Liability Company's Act and proposes that a write-down of the share capital is carried out by way of a reduction of the nominal value of the Company's shares in order to establish a capital structure that is sound and reasonable for the business the Company currently operates. The board of directors proposes that the reduction amount should be (i) used partially to cover losses that cannot be covered otherwise ref. the Norwegian Public Limited Liability Companies Act section 12-1 (1) no. 1, and (ii) partially transferred to the other equity, ref. the Norwegian Public Limited Liability Companies Act section 12-1 (1) no. 3.

On this basis, the board of directors proposes that the share capital is reduced by NOK 110,859,378.30, from NOK 111,979,170 to NOK 1,119,791.70, by reducing the par value of the Company's shares from NOK 3.00 to NOK 0.03, ref. the Norwegian Public Limited Liability Companies Act section 12-1 (2).

Pursuant to the Norwegian Public Limited Liability Companies Act section 12-2 (2), the Company's auditor EY AS has prepared a statement which confirms that the Company's non-distributable equity will be fully covered after the reduction.

In the opinion of the board of directors, the Company will still have adequate equity and liquidity after completion of the share capital reduction, ref. the Norwegian Public Limited Liability Companies Act section 3-4.

The board of directors proposes that the general meeting makes the following resolution: *"The Company's share capital is reduced pursuant to the Norwegian Public Limited Liability Companies Act section 12-1, on the following terms:*

- 1. The share capital is reduced by NOK 110,859,378.30, from NOK 111,979,170 to NOK 1,119,791.70.*
- 2. The reduction shall be made by reducing the par value of the Company's shares from NOK 3.00 to NOK 0.03.*
- 3. NOK 35,944,572 of the reduction amount shall be used for covering loss that cannot be covered in any other way, ref. the Norwegian Public Limited Liability Companies Act section 12-1 (1) no. 1, and NOK 74,914,806 of the reduction amount shall be transferred to the other equity, ref. the Norwegian Public Limited Liability Companies Act section 12-1 (1) no. 3.*
- 4. With effect from the registration of the share capital reduction with the Norwegian Register of Business Enterprises, section 4 of the articles of association is amended to reflect the share capital and total number of shares after the share capital reduction."*

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No other matters are on the agenda.

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