

Notice of Extraordinary General Meeting in Karolinska Development AB (publ)

The shareholders of Karolinska Development AB (publ), reg. no. 556707-5048, (“**Karolinska Development**” or the “**Company**”) are invited to the Extraordinary General Meeting, on Wednesday January 12, 2022 at 3 p.m. (CET), at Elite Hotel Carolina Tower, Eugeniavägen 6, 171 64 Solna.

Participation and notification of attendance

A shareholder, who wishes to participate in the meeting, must

(i) be recorded as shareholder (not nominee registered) in the share register held by Euroclear Sweden AB on Monday January 3, 2022, and

(ii) notify Karolinska Development of his/her intention to attend the meeting, no later than on Wednesday January 5, 2022, by e-mail to eva.montgomerie@karolinskadevelopment.com or by regular mail to Karolinska Development, “EGM”, Tomtebodavägen 23 A, SE-17165 Solna, Sweden.

The notification should include name, identification-/registration number, address and telephone number and, if applicable, number of advisors.

Nominee registered shares

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the meeting. In addition to giving notice of participation, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date Monday January 3, 2022. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee’s routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than Wednesday January 5, 2022 will be taken into account in the preparation of the share register.

Information regarding COVID-19

Due to the spread of the coronavirus, the Company has taken a number of precautionary measures ahead of the Extraordinary General Meeting to protect the health of the shareholders and the employees and to limit potential spread of the virus. The precautionary measure implies that planned speeches will be kept to a minimum and that no refreshments will be served. Participation by management, members of the Board of Directors, as well as non-shareholder will be limited. The Company encourages the shareholders to use the below option to exercise their voting rights by proxy without participating physically at the Extraordinary General Meeting. The Company follows the development closely and any will publish updated information if necessary.

Proxy etc.

A shareholder attending the meeting by proxy, must issue a written proxy. The proxy is valid during the period set forth in the proxy, however, at most five years from the issuance. If a proxy is issued by a legal entity, a copy of the legal entity's registration certificate or similar document evidencing signatory powers must be enclosed. Proxy forms in Swedish and English are available for download on the Company's website, www.karolinskadevelopment.com.

Proposal for agenda

1. Opening of the meeting
2. Election of chairperson of the meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Determination of whether the meeting was duly convened
7. Resolution on election of a new member of the Board of Directors
8. Resolution on

- a) amendment of the articles of association (limits for share capital and number of shares)
 - b) approval of resolution to issue shares with preferential rights for existing shareholders
9. Resolution on amendment of the articles of association
10. Closing of the meeting

Items 2 and 7: The Nomination Committee's election of chairperson of the meeting and resolution on election of a new member of the Board of Directors

The Nomination Committee has consisted of Yan Cheng (chairman), appointed by Worldwide International Investments Ltd, Jack Li, appointed by Sino Biopharmaceutical Limited, Hans Wigzell, appointed by Insamlingsstiftelsen för främjande och utveckling av medicinsk forskning vid KI, Mattias Klintemar, appointed by Östersjöstiftelsen and Todd Plutsky, appointed by Coastal Investment Management LLC.

The Nomination Committee proposes that the Extraordinary General Meeting resolves as follows:

Annika Andersson (lawyer at Cirio Law Firm) is appointed to chair the Extraordinary General Meeting, or in her absence, a person appointed by the Board of Directors.

Philip Duong is elected as new director of the Board of Directors. Director Tse Ping will resign from his position at the Extraordinary General Meeting. The current directors Anna Lefevre Skjöldebrand, Theresa Tse and Benjamin Toogood remain as directors of the Board of Directors and Björn Cochlovius remains as chairman.

Philip Duong is Head of Investments at the pharmaceutical company Sino Biopharmaceuticals Limited. He was previously Vice President at Deutsche Bank AG (Hong Kong Branch). Philip has a Bachelor of Commerce from the University of Toronto. Philip is independent of the Company and its executive management. He is not independent in relation to the Company's major shareholder.

Item 8: Resolution on a) amendment of the articles of association (limits for share capital and number of shares) and b) approval of resolution to issue shares with preferential rights for existing shareholders

a) amendment of the articles of association (limits for share capital and number of shares)

To enable the share issue under item b) below, the Board of Directors proposes that the Extraordinary General Meeting resolves that the articles of association's limits for share capital and number of shares in item 4, paragraph 1 of the Company's articles of association shall be amended as follows:

Current wording	Proposed wording
<p>4. Share capital and shares</p> <p>The company's share capital shall be not less than SEK 625,000 and not more than SEK 2,500,000. The company shall have not less than 62,500,000 shares and not more than 250,000,000 shares.</p>	<p>4. Share capital and shares</p> <p>The company's share capital shall be not less than SEK 1,750,000 and not more than SEK 7,000,000. The company shall have not less than 175,000,000 shares and not more than 700,000,000 shares.</p>

b) approval of resolution to issue shares with preferential rights for existing shareholders

The Board of Directors proposes that the Extraordinary General Meeting approves the Board of Directors' resolution on December 10, 2021 to increase the Company's share capital by not more than SEK 1,227,947.77 by a rights issue of not more than 1,052,163 shares of series A and 121,742,614 shares of series B with preferential rights for existing shareholders on the terms and conditions set out below.

The right to subscribe for shares in the rights issue shall apply to persons whom on the record date for the rights issue are registered as shareholders in the Company. Each shareholder has preferential right to subscribe for shares of the same series of shares in relation to the number of shares previously held by the shareholder (primary preferential right). Shares that are not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). If the offered shares are not sufficient for the subscription with subsidiary preferential right, the

N.B. The English text is an in-house translation.

shares shall be allocated amongst the subscribers in proportion to the number of shares that they previously held, and to the extent this cannot be made, by drawing of lots. Upon sale of subscription rights (of primary preferential right), the subsidiary preferential right also proceed to the new holder of the subscription rights. One (1) existing share (regardless of share series) entitles to one (1) subscription right and ten (10) subscription rights entitle to subscription of seven (7) new shares of the same series of shares as the subscription rights in question. The subscription price per share of series A and series B is SEK 4. The part of the subscription price that exceeds the quotient value of the shares shall be allocated to the non-restricted share premium fund.

If not all shares have been subscribed by the exercise of subscription rights, the Board shall, within the limits of the maximum amount of the rights issue, resolve on the allotment of shares subscribed without the support of subscription rights. Allocation without preferential rights shall primarily be made to such subscribers who have also subscribed for shares with the support of subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event that allotment cannot be made in full, allotment shall be made in relation to the number of subscription rights exercised for subscription of shares. Secondly, allotment of shares subscribed without the support of subscription rights shall be made to those who have subscribed without the support of subscription rights, and in the event that allotment to these cannot be made in full, allotment shall be made in proportion to the number of shares each subscribed. Thirdly and lastly, allotment of shares subscribed without the support of subscription rights shall be made to those who have entered into a guarantee undertakings agreements as issue guarantors, and in the event that allotment cannot be made in full, allotment shall be made in proportion to the amount guaranteed. If allotment in any stage above cannot be made pro rata, allotment shall be made by drawing lots.

The record date for determining which shareholders who are entitled to subscribe for shares with preferential right shall be Friday January 14, 2022.

Subscription of shares with subscription rights shall be made through payment in cash during the period from and including January 18 up to and including February 2, 2022. The Board of Directors shall have the right to extend the subscription and payment period. It is noted that the Board of Directors has the possibility to allow set-off under Chapter 13, section 41 of the Swedish Companies Act.

Subscription of shares without subscription rights shall be made during the period stated above. Such subscriptions shall be made on a separate subscription list. Payment for shares subscribed without subscription rights shall be made in cash not later than two (2) banking days after the contract notes evidencing the allocation of shares has been sent out. The Board of Directors shall have the right to extend the subscription and payment period.

Subscription as concerned possible subscriptions made by guarantors shall be made on a separate subscription list no later than five (5) banking days after the end of the subscription period. Payment for such subscribed and allocated shares shall be made in cash no later than two (2) banking days after the contract notes evidencing the allocation of shares has been sent out. The Board of Directors shall have the right to extend the subscription and payment period.

The new shares shall entitle to dividend for the first time on the first record date for dividend that take place after the rights issue has been registered with the Swedish Companies Registration Office and the shares have been recorded in the share register kept by Euroclear Sweden AB.

The Board of Directors, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Shares of series A are subject to restrictions as set forth in Chapter 4, Section 6 of the Swedish Companies Act (conversion provision).

The resolution of the General Meeting in accordance with items a) and b) above shall be made as one resolution.

To be valid, a resolution in accordance with the proposal by the Board of Directors must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

Item 9: Resolution on amendment to the Articles of Association

To facilitate and increase the flexibility in regard to General Meetings, the Board of Directors proposes that the Extraordinary General Meeting resolves to allow postal voting on General Meetings, through an amendment of item 13 of the Company's articles of association as follows:

Current wording	Proposed wording
<p>13. Collection of proxies</p> <p>The board of directors may collect proxies on the expense of the company in accordance with the procedure described in chapter 7 section 4, second paragraph of the Swedish Companies Act.</p>	<p>13. Collection of proxies <i>and postal voting</i></p> <p>The board of directors may collect proxies on the expense of the company in accordance with the procedure described in chapter 7 section 4, second paragraph of the Swedish Companies Act.</p> <p><i>The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.</i></p>

The Board of Directors, or any other person appointed by the Board of Directors, shall have the right to make such minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

To be valid, a resolution in accordance with the proposal by the Board of Directors must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

Miscellaneous

The Nomination Committee's proposal and statement, the Board of Directors' complete proposal for decisions in matters on the agenda as well as other documents according to the Swedish Companies Act will be held available at the Company's office with address Tomtebodavägen 23 A in Solna and on the Company's website, www.karolinskadevelopment.com, no later than three weeks before the meeting, i.e. no later than on Wednesday December 22, 2021. Copies of the above-mentioned documents will, upon request and with charge, be sent to shareholders who have provided their postal address. The documents will also be held available at the General Meeting.

A shareholder is entitled to require that the Board of Directors and the CEO (when possible without causing material damage to the Company) provides information regarding circumstances that may affect the assessment of an item on the agenda.

As per the date of this notice, there are 175,665,409 shares, representing a total of 189,193,291 votes in the Company, distributed among 1,503,098 shares of series A (with 15,030,980 votes) and 174,162,311 shares of series B (with 174,162,311 votes). As per the date of this notice, the Company holds 244,285 treasury shares of series B.

Processing of personal data

For information on how your personal data is processed in connection to the Extraordinary General Meeting see the privacy policy available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Solna in December 2021
Karolinska Development AB (publ)
The Board of Directors