

## Press Release

Stockholm, Sweden, June 8, 2023

### Notice of Extraordinary General Meeting in Mendus AB (publ)

The shareholders of Mendus AB (publ) (the “**Company**”), reg. no 556629-1786, are hereby invited to the Extraordinary General Meeting (“**EGM**”) on Monday, 10 July 2023, at 09:30 a.m. at Tändstickspalatset, Västra Trädgårdsgatan 15, Stockholm. Registration for the meeting will commence at 09:00 a.m.

#### NOTIFICATION

Shareholders who wish to attend the meeting must:

- (i) both be recorded in the share register maintained by Euroclear Sweden AB on the record date on Friday, 30 June 2023; and
- (ii) not later than on Tuesday, 4 July 2023 have notified their attendance and possible advisors to the Company; either in writing via letter to Mendus AB (publ), “EGM”, Västra Trädgårdsgatan 15, SE-111 53 Stockholm, Sweden, or by e-mail to [info@mendus.com](mailto:info@mendus.com).

The notification shall include full name, personal/corporate identity number, address, daytime telephone number and, when applicable, information about deputies, proxies and advisors. The number of advisors can be at most two. In order to facilitate registration for the meeting, the notification should, when applicable, be accompanied by powers of attorney, registration certificates and other documents of authority.

Personal data obtained from the share register maintained by Euroclear Sweden AB, the notice and attendance at the meeting and data regarding deputies, proxies and advisors will be used for registration, preparation of the voting list for the meeting and, when applicable, the minutes from the meeting. The personal data is handled in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council). For complete information regarding how the personal data is handled, please refer to: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

#### NOMINEE REGISTERED SHARES

To be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of their participation to the meeting, register the shares in their own name so that the shareholder is registered in the shareholders' register on the record date on Friday, 30 June 2023. Such registration may be temporary (so-called voting registration). Shareholders wishing to register their shares in their own name must, in accordance with the procedures of the respective nominee, request the nominee to carry out such voting registration. Voting registration requested by shareholders in such time that the registration has been made by the nominee no later than Tuesday, 4 July 2023 will be considered in the preparation of the share register.

## PROXIES

Shareholders represented by a proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by a copy of the certificate of registration of the legal entity or, if such document does not exist, of a corresponding document of authority. A copy of the power of attorney and any certificate of registration shall be provided to the Company well in advance of the meeting. The original version of the power of attorney shall also be presented at the meeting.

The Company provides a power of attorney form to the shareholders, which is available at the Company's head office or at the Company's website [www.mendus.com](http://www.mendus.com).

## PROPOSED AGENDA

1. Election of chairman of the meeting.
2. Preparation and approval of voting list.
3. Presentation and approval of the agenda.
4. Election of one or two persons to approve the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Resolution on amendment of the articles of association (share capital and number of shares).
7. Resolution on approval of issue of shares and warrants (units) with preferential rights for existing shareholders.
8. Resolution on approval of issue of shares and warrants.
9. Closing of the meeting.

## RESOLUTIONS PROPOSED BY THE BOARD

### Item 1. Election of chairman of the meeting

The board of directors proposes that the lawyer Mats Dahlberg from Advokatfirman Delphi is elected as chairman of the annual general meeting.

### Item 6. Resolution on amendment of the articles of association (share capital and number of shares)

In the light of the board of directors' proposal for approval of issue of shares and warrants (units) with preferential rights for existing shareholders and approval of directed issue of shares and warrants in accordance with items 7-8 below, the board of directors proposes that the general meeting resolves to amend § 4 and § 5 of the articles of association as set out below.

Current wording	Proposed wording
§ 4 Share capital The share capital shall constitute a minimum of SEK 8,000,000 and a maximum of SEK 32,000,000.	§ 4 Share capital The share capital shall constitute a minimum of SEK 19,000,000 and a maximum of SEK 76,000,000.
§ 5 Number of shares The number of shares shall be minimum 160,000,000 and maximum 640,000,000.	§ 5 Number of shares The number of shares shall be minimum 380,000,000 and maximum 1,520,000,000.

The board of directors' proposal for resolution presupposes and is conditional upon the EGM's approval of directed issue of shares and warrants in accordance with item 8 below, and that this issue is completed and registered at the Swedish Companies Registration Office and that the number of shares and the share capital after such registration is within the above proposed limits for the number of shares and share capital. Furthermore, the board of directors' proposal for resolution is conditional on approval of issue of shares and warrants (units) with preferential rights for existing shareholders in accordance with item 7 below.

The board of directors, the CEO or the person appointed by the board of directors shall be entitled to make the minor adjustments of the decision required in connection with the registration thereof.

For the present resolution to be valid it is required that the proposal is approved by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

#### **Item 7. Resolution on approval of issue of shares and warrants (units) with preferential rights for existing shareholders**

The board of directors proposes that the general meeting resolves to approve the board of directors' resolution of 8 June 2023 on issue of a maximum of 472,953,859 shares and 135,129,674 warrants of series T03, which entitles the right to subscription of a total of 135,129,674 shares in the Company. Upon subscription of all issued shares, the Company's share capital will increase by a maximum of SEK 23,647,692.95. If all issued warrants are exercised, the share capital may increase by an additional maximum of SEK 6,756,483.70.

The issues shall be considered as one resolution and be conducted through issuance of units to existing shareholders with preferential rights on the terms and conditions set out below (the "**Rights Issue**").

#### Right to subscribe for units

Those who are registered as shareholders in the Company by the share register kept by Euroclear Sweden AB on the record date are entitled to subscribe for units with preferential rights in the Rights Issue. The record date for determination of which shareholders who are entitled to subscribe for units with preferential rights is Tuesday, 11 July 2023.

For each existing share, one (1) unit right is obtained. Three (3) unit rights give the right to subscribe for one (1) unit consisting of seven (7) shares and two (2) warrants of series T03.

Subscription of units can also be made without unit rights.

#### Subscription price

The subscription price per unit is SEK 3.36 corresponding to a subscription price of SEK 0.48 per share. The amount that exceeds the quota value of the shares shall be transferred to the free premium reserve. The warrants are issued without consideration.

Upon full subscription the Company will be provided with an initial amount of approximately MSEK 227 (before issue expenses). Upon full exercise of all warrants of series T03 within the frame of issued units, the Company will be provided with an additional amount of approximately MSEK 64.9 (before issue expenses).

#### Allocation

In the event that not all units in the Rights Issue are subscribed for with unit rights, the board of directors shall, within the framework of the maximum amount of the Rights Issue, decide on the allocation of units subscribed for without unit rights. Such allocation shall be made in accordance with the following allocation principles:

Firstly to those who have also subscribed for units with unit rights, regardless of whether they were shareholders on the record date or not, and to the extent full allocation cannot be made, *pro rata* to the number of units subscribed for with unit rights. Secondly to those who have subscribed for units without preferential rights, and to the extent full allocation cannot be made, *pro rata* to the number of units subscribed for. Thirdly to investors who have entered into guarantee undertakings, *pro rata* in relation to respective guarantee commitment. Insofar allocation cannot be done *pro rata* in any of the above stages, allocation will be done by lottery.

#### Subscription and payment

Subscription of units with unit rights shall be made by simultaneous cash payment to an account designated by the Company during the period commencing on Thursday 13 July 2023 up to and including Thursday 27 July 2023. Subscription of units without unit rights shall be made during the same period on a specific form for notice of subscription. Payment for units that have been subscribed for without preferential rights shall be made to an account designated by the Company at latest three (3) banking days after distribution of the contract note which specifies notice of allocation. It is noted that the board of directors is entitled to admit payment for the shares through set-off against debts according to Chapter 13 Section 41 of the Swedish Companies Act. The board of directors is entitled to extend the subscription and payment period.

#### Specific conditions for the warrants of series T03

1. One (1) warrant of series T03 entitles the holder to subscribe for one (1) new share in the Company.
2. The subscription price upon new subscription is SEK 0.48. The amount that exceeds the quota value of the shares shall be transferred to the free premium reserve.
3. Subscription of shares in the Company by exercising warrants of series T03 shall take place from the period commencing on 15 March 2024 up to and including 29 March 2024.
4. Complete terms and conditions are included in the board of directors' complete proposal.

#### Right to dividends

Companies Registration Office and have been recorded in share register kept by Euroclear Sweden AB. The new shares carry a right to dividends for the first time on the record date for dividends that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and have been recorded in share register kept by Euroclear Sweden AB. The new shares issued following exercise of warrants of series T03 shall carry a right to dividend for the first

time on the record date for dividend that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and have been recorded in share register kept by Euroclear Sweden AB.

#### Other

Documents in accordance with Chapter 13 Section 6 and Chapter 14 Section 8 of the Swedish Companies Act have been prepared and are kept available at the Company's office.

The board of directors' proposal presupposes, and is conditional on, that the EGM resolves on amendment of the articles of association in accordance with item 6 above. The resolution further presupposes approval of issue of shares and warrants in accordance with item 8 below.

The board of directors, the CEO or the person appointed by the board of directors shall be entitled to make the minor adjustments of the decision required in connection with the registration thereof.

#### **Item 8. Resolution on approval of new issue of shares and warrants**

The board of directors proposes that the general meeting resolves to approve the board of directors' resolution of 8 June 2023 on issue of a maximum of 187,500,000 shares and 53,571,429 warrants of series T03, which entitles the right to subscription of a total of 53,571,429 shares in the Company. Upon subscription of all issued shares, the Company's share capital will increase by a maximum of SEK 9,375,000. If all issued warrants are exercised, the share capital may increase by an additional maximum of SEK 2,678,571.45.

The issues shall be considered as one resolution and is carried out with deviation from the shareholders preferential rights on the terms and conditions set out below (the "**Directed Issue**").

#### Right to subscribe for new shares and warrants

The right to subscribe for new shares and warrants shall, with deviation from the shareholders' preferential rights, be granted to Flerie Invest AB. The reason for the deviation from the shareholders' preferential rights is that the board of directors considers it to be beneficial for the Company's continued development to take advantage of the opportunity to obtain capital for the Company on favorable terms and strengthen the ownership structure with a strategic and long-term shareholder. In the light of this, the board of directors has made the assessment that it is in the interest of the Company and the shareholders to carry out an issue with deviation from the shareholders' preferential rights.

#### Subscription price

The subscription price per share is SEK 0.48. The subscription price has been determined in consultation with Pareto Securities AB with reference to Swedish and international market practice and prevailing market conditions with a customary discount. The amount that exceeds the quota value of the shares shall be transferred to the free premium reserve. The warrants are issued without consideration.

Upon full subscription the Company will be provided with an initial amount of approximately MSEK 90 (before issue expenses). Upon full exercise of all warrants of series T03 the Company will be provided with an additional amount of approximately MSEK 25.7 (before issue expenses).

#### Subscription and payment

Subscription of the newly issued shares and warrants of series T03 shall be made on a separate subscription list at latest on 27 July 2023. Payment for subscribed shares shall be made in cash no later than 3 August 2023. The board of directors is entitled to extend the subscription and payment period.

#### Specific terms and conditions for the warrants of series T03

1. One (1) warrant of series T03 entitles the holder to subscribe for one (1) new share in the Company.
2. The subscription price upon new subscription is SEK 0.48. The amount that exceeds the quota value of the shares shall be transferred to the free premium reserve.
3. Subscription of shares in the Company by exercising warrants of series T03 shall take place from the period commencing on 15 March 2024 up to and including 29 March 2024.
4. Complete terms and conditions are included in the board of directors' complete proposal.

#### Right to dividends

Companies Registration Office and have been recorded in share register kept by Euroclear Sweden AB. The new shares carry a right to dividends for the first time on the record date for dividends that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and have been recorded in share register kept by Euroclear Sweden AB. The new shares issued following exercise of warrants of series T03 shall carry a right to dividend for the first time on the record date for dividend that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and have been recorded in share register kept by Euroclear Sweden AB.

#### Other

Documents in accordance with Chapter 13 Section 6 and Chapter 14 Section 8 of the Swedish Companies Act have been prepared and are kept available at the Company's office.

The board of directors' proposal is conditional on that the EGM resolves on amendment of the articles of association in accordance with item 6 above and approval of issue of shares and warrants (units) with preferential rights for existing shareholders in accordance with item 7 above.

The board of directors, the CEO or the person appointed by the board of directors shall be entitled to make the minor adjustments of the decision required in connection with the registration thereof.

For the present resolution to be valid it is required that the proposal is approved by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

## NUMBER OF SHARES AND VOTES IN THE COMPANY

At the time of the issuing of this notice the total number of shares and votes in the Company amounts to 202,694,512. Only one class of shares exists, and the Company has no holding of own shares.

## SHAREHOLDERS' RIGHT TO DEMAND INFORMATION

Pursuant to Chapter 7 Section 32 and 57 of the Swedish Companies Act, the board of directors and the CEO shall, if any shareholder so requests and the board of directors deems that it can be done without significant harm to the Company, provide information at the general meeting regarding circumstances which may affect the assessment of a matter on the agenda.

## DOCUMENTS

The board of directors' complete proposals for resolutions and other documentation will be made available at the Company's office at the address Västra Trädgårdsgatan 15 in Stockholm not later than three weeks prior to the meeting and will be sent to the shareholders who so request and provide their postal address. The documentation will also be made available on the Company's website, [www.mendus.com](http://www.mendus.com). All the above documents will also be presented at the meeting.

**Please note that this is a translation for information purposes only. In the event of any discrepancies between the Swedish and English versions, the Swedish version shall prevail.**

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Stockholm, June 2023

**Mendus AB (publ)**

The Board of Directors

## FOR MORE INFORMATION, PLEASE CONTACT:

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