

**PCI BIOTECH HOLDING ASA  
PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING  
16 March 2026**

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

The board of directors proposes that the chairperson of the board of directors is elected as chair of the meeting and that the chair suggest 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 4 Resolution of dissolution**

The Company discontinued its principal development program in August 2025. Subsequent activities were based on an external evaluation of the Company's technology conducted by an international industry partner. This evaluation did not result in a commercial collaboration. Considering the lack of external interest, the Company resolved on 8 January 2026 to cease all research and development activities.

Since August 2025, the company has conducted a publicly known strategic process aimed at securing basic operations and associated financing for continued operations. As part of this process, the Company approached a limited and targeted group of parties with potential strategic or technological synergies related to PCI Biotech's technology and activities. This activity did not lead to any results.

As the situation was publicly known, the Company received more than ten enquiries from external parties regarding potential reverse-merger transactions. These opportunities were assessed to varying degrees of detail, including consultations with major shareholders and external advisors. Overall, the alternatives reviewed were deemed to offer limited potential for medium-term shareholder value creation. They generally exhibited low strategic alignment with PCI Biotech's remaining activities and/or were based on assumptions regarding the current shareholder base's willingness to participate in future capital raisings that were considered unrealistic by the Board. The strategic review was concluded on 29 January 2026.

On this basis, with no operational activity and limited funds, the Board of Directors proposes that a voluntary liquidation and dissolution of the Company be carried out. Reference is made to the stock exchange announcements published in the period from 18 August 2025 to 29 January 2026 for a more detailed description of the process leading up to the Board of Directors' proposal.

The board's assessment as of today is that a dissolution can be carried out in accordance with the Public Limited Companies Act, Chapter 16, Part I. This assessment is based, among other things, on the assumption that the dissolution will not give rise to the materialisation of contingent liabilities related to prior activities. As of the end of February 2026, the PCI Biotech group's total cash balance is estimated to NOK 4 million. Assuming a successful liquidation process, and based on current information, an estimated liquidation dividend per share is expected to be negligible.

The board proposes that the general meeting resolves to dissolve and liquidate the company in pursuant to the Norwegian Public Limited Companies Act, Chapter 16, Part I.

*"PCI Biotech Holding ASA shall be dissolved and liquidated pursuant to the Norwegian Public Limited Companies Act, Chapter 16, Part I."*

**Item 5 Election of board of directors**

The nomination committee's recommendation is available at the Company's website [www.pcibiotech.com](http://www.pcibiotech.com) and can be sent by mail upon request.

Upon a resolution to dissolve the Company as proposed under item 4, the board of directors accepts the re-election of the existing board for the liquidation period.

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 (chair)*
- *Lars Viksmoen*
- *Hilde Furberg"*

In the event that the general meeting does not resolve to dissolve the Company as proposed under item 4, the board of directors does not wish to stand for election and intends to place its positions at the disposal of the general meeting. Proposed candidates for a new board of directors are expected to be presented no later than at the extraordinary general meeting.

#### **Item 6      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](http://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 440,000 for the chairperson of the board of directors and NOK 300,000 for each of the other board members. Payment of the board remuneration is contingent on a liquidation and dissolution process in accordance with the Public Limited Companies Act, Chapter 16, Part I."*

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 7      Delisting of the Company's shares from Euronext Oslo Børs**

In the event that the general meeting resolves to dissolve the Company as proposed under item 4, the board of directors proposes that PCI Biotech Holding ASA apply to Euronext Oslo Børs for a delisting of the Company's shares as soon as possible.

The proposal is based on the absence of operational activity and the Company's limited assets, which render the shares not suitable for public trading on a regulated market. The Company's registration with the Euronext Securities Oslo (Verdipapirsentralen, VPS) will be maintained in order to ensure continued information flow to the shareholders. Considering the Company's overall circumstances, the board of directors sees no arguments for, or benefits of, maintaining the current stock exchange listing.

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

*"PCI Biotech Holding ASA shall apply for a delisting of all its shares from Euronext Oslo Børs pursuant to the Euronext Oslo Børs Rule Book II section 2.10.2."*

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No other matters are on the agenda.

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