

**Registre de Commerce et des Sociétés**

Numéro RCS : B258884

Référence de dépôt : L250164806

Déposé et enregistré le 23/05/2025

**Alvotech**

***Société anonyme***

**Siège social: 9, Rue de Bitbourg, L-1273 Luxembourg, Grand-Duché de Luxembourg**

**R.C.S. Luxembourg: B258884**

(the "**Company**")

**CONVENING NOTICE**

The shareholders of Alvotech are invited to participate at the

**Annual General Meeting of Shareholders**

**to be held on 25 June 2025 at 9:00 a.m. CEST**

**at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg**

## Agenda of the General Meeting of Shareholders of the Company

1. Presentation of the management reports of the board of directors of the Company (the "**Board of Directors**") and the reports of the independent auditor (*réviseur d'entreprises agréé*) on the Company's annual financial statements and on the consolidated financial statements of the Alvotech group for the financial year ended 31 December 2024.
2. Approval of the Company's annual financial statements for the financial year ended 31 December 2024.
3. Approval of the consolidated financial statements of the Alvotech group for the financial year ended 31 December 2024.
4. Acknowledgement of the loss of the Company for the financial year ended 31 December 2024 and allocation of result.
5. Granting of discharge (*quitus*) to (a) Mr. Róbert Wessman, (b) Ms. Ann Merchant, (c) Ms. Lisa Graver, (d) Ms. Linda McGoldrick, (e) Mr. Richard Davies, (f) Mr. Tomas Ekman, (g) Mr. Faysal Kalmoua, (h) Mr. Arni Hardarson and (i) Mr. Hjörleifur Pálsson for the exercise of their respective mandate as member of the board of directors of the Company during the financial year ended 31 December 2024.
6. Renewal of the mandate of Deloitte Audit as independent auditor (*réviseur d'entreprises agréé*) of the Company in relation to the Company's annual financial statements and the consolidated financial statements of the Alvotech group for the financial year ending on 31 December 2025 until the annual general meeting of the Company approving such financial statements.
7. Renewal of the mandates of (a) Mr. Róbert Wessman, (b) Ms. Ann Merchant, (c) Ms. Lisa Graver, (d) Mr. Richard Davies, (e) Mr. Tomas Ekman and (f) Mr. Arni Hardarson as member of the board of directors of the Company until the annual general meeting of the Company approving the Company's annual financial statements for the financial year ending on 31 December 2025.
8. Presentation of and advisory vote on the remuneration report for the board of directors of the Company.
9. (i) Presentation of the report of the board of directors of the Company on the renewal and the decrease of the authorised share capital and the waiver of the preferential subscription rights; (ii) decision to renew for a period of five (5) years and to decrease the authorised capital of the Company from its current amount of fifty-nine million thirteen thousand five hundred fifty-four US dollars and sixty-five cents (USD 59,013,554.65) consisting of five billion nine hundred one million three hundred fifty-five thousand four hundred sixty-five (5,901,355,465) shares with a nominal value of one cent (USD 0.01) each, to the amount of four million five hundred thousand US dollars (USD 4,500,000) consisting of four hundred fifty million (450,000,000) shares with a nominal value of one cent (USD 0.01) each; and (iii) subsequent amendment of article 6.1 of the articles of association of the Company in the form published on the website of the Company at <https://investors.alvotech.com/events/event-details/annual-general-meeting-2025> under the title "Proposed Amended and Restated Articles".

Draft resolutions regarding items 2 to 9 of the agenda are available on the website of the Company at <https://investors.alvotech.com/events/event-details/annual-general-meeting-2025> under the title "Agenda and Proposed Resolutions".

### **Date and Place of the Meeting**

The annual general meeting of shareholders of the Company will be held on **25 June 2025** at **09:00 a.m. CEST** at the premises of Arendt & Medernach S.A. at 41A, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg (the "**General Meeting**").

### **Language**

The General Meeting will be held in English language.

### **Quorum and Majority**

Pursuant to the Company's articles of association and the Luxembourg law dated 10 August 1915 on commercial companies, as amended, resolutions regarding items 2 to 8 of the agenda will be passed at a simple majority of the votes validly cast, regardless of the portion of capital represented. Item 1 does not require any votes from the shareholders of the Company. Item 9 is passed at a majority of two thirds of the votes validly cast by a quorum of at least half of the Company's share capital. Each share is entitled to one vote. Double counting is not permitted.

### **Right to amend the agenda or table additional resolutions**

Pursuant to the Company's articles of association and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, one or several shareholders representing at least five percent (5%) of the Company's share capital may request the adjunction of one or several items to the agenda of the General Meeting, provided that the request is accompanied by a justification or draft resolution(s). Such request and justification or draft resolution(s) must be received at the Company's registered office by registered letter or by e-mail or electronic means (to: [alvotech.ir@alvotech.com](mailto:alvotech.ir@alvotech.com)) at least twenty-two (22) days prior to the date of the General Meeting, *i.e.* by **2 June 2025** accompanied by a proof of the shareholding of such shareholder(s) and the address or e-mail address which the Company may use in order to deliver the acknowledgment of receipt of such request. The Company must acknowledge receipt of such request within forty-eight (48) hours of receipt of such request. In case such request entails a modification of the agenda of the relevant general shareholders' meeting, the Company will make an amended agenda available at the latest fifteen (15) days prior to the date of the relevant general meeting, *i.e.* by **10 June 2025**.

### **Share Capital of the Company**

As of the date of this convening notice, the Company's share capital is set at USD 3,248,010.40, represented by 324,801,040 ordinary shares. Each share entitles the holder thereof to one vote.

### **Right to Participate in the General Meeting**

Only shareholders who are holders of European Shares or US Shares on the Record Date (as defined hereafter) are allowed to vote in the General Meeting. The "**Record Date**" is defined as **11 June 2025 at midnight (24:00 hours) CEST and at 6:00 p.m. (18:00 hours) New York time**. Any transferee having become an owner of any shares after the Record Date has no right to vote at the General Meeting.

The Company's shares are divided into European Shares and US Shares. "**European Shares**" are the shares listed and trading on Nasdaq Iceland. The centralising agent for the holders of European Shares (the "**EU Centralising Agent**") is:

**Computershare AB**

Box 5267

102 46 Stockholm, Sweden

0771 24 64 00 (calls from Sweden)

+46 771 24 64 00 (calls from outside Sweden)

E-mail: [info@computershare.se](mailto:info@computershare.se)

"**US Shares**" are the shares listed and trading on The Nasdaq Stock Market LLC. The centralising agent for the US Shares (the "**US Centralising Agent**", together with the EU Centralising Agent, the "**Centralising Agents**") is:

**Computershare Inc.**

P.O. Box 43078

Providence, RI 02940-3078

800-736-3001 Toll Free (calls from the US or Canada)

781-575-3100 Toll (calls from outside the US)

E-mail: [web.queries@computershare.com](mailto:web.queries@computershare.com)

The board of directors of the Company considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form or provide a proxy as set forth in the below section with the title "*Conditions for voting in case of attendance to the General Meeting in person or by proxy*" do not have to undertake other formalities to comply with the obligation set out in Art. 5(3) of the Law dated 24 May 2011 on the exercise of certain rights of shareholders. Shareholders participating in person shall register no later than **9:00 a.m. CEST on 18 June 2025** as set forth in the below section with the title "*Conditions for voting in case of attendance to the General Meeting in person or by proxy*". Further requirements for participation are set out hereinafter.

## **Participation in the General Meeting**

Shareholders may exercise their voting rights at the General Meeting by attending the General Meeting in person, providing a voting form or by appointing a proxy in the manner described below.

### **1. Conditions for voting in case of attendance to the General Meetings in person or by proxy**

#### **(i) Holders of shares whose ownership is directly recorded in the shareholder register**

Shareholders who own shares of the Company on the Record Date and whose ownership is directly recorded in their own name in the Company's share register, should announce their intention to participate and vote at the General Meeting by (i) returning their proxy card or (ii) indicating their participation in person to the relevant Centralising Agent. A form of declaration of participation and a form of proxy, which may be used, are made available on the website of the Company at <https://investors.alvotech.com/corporate-governance/annual-general-meeting-2025> under the titles "US Proxy Card" and "Declaration of Participation". The declaration of participation or proxy form must be received no later than **9:00 a.m. CEST on 18 June 2025**.

(ii) **Holders of shares whose ownership is indirectly recorded in the shareholder register**

**Holders of European Shares on the Record Date** whose ownership is indirectly recorded, through a clearing system and who wish to attend and vote at the General Meeting in person or grant a proxy must (i) ask their financial intermediary (bank, broker or other financial institution or intermediary) to provide a certificate certifying their shareholding at the Record Date and, as applicable, (ii) provide a proxy or a declaration of participation, and send such documents to the EU Centralising Agent at the address referred to above who must receive it no later than **9:00 a.m. CEST on 18 June 2025**.

The certificate must indicate the identity of the owner of the Company's shares, the number of shares held, and a statement that the relevant shares were registered in the financial intermediary's records in the holder's name on the Record Date (the "**Registration Certificate**").

A form of declaration of participation and a form of proxy, which may be used, are made available on the website of the Company at <https://investors.alvotech.com/corporate-governance/annual-general-meeting-2025> under the titles "EU Proxy and Voting Form" and "Declaration of Participation". Holders of European Shares who wish to revoke their proxy may do so by timely delivering a properly executed later-dated proxy or voting form to the EU Centralising Agent no later than **9:00 a.m. CEST on 18 June 2025**, or by attending and voting in person at the General Meeting.

When the EU Centralising Agent has received the Registration Certificate, an attendance card will be sent to the relevant shareholder or proxyholder, as applicable.

**Holders of US Shares on the Record Date** whose ownership is indirectly recorded, through a clearing system and who wish to attend and vote at the General Meeting in person must have their financial intermediary (bank or other financial institution or intermediary) or its agent where their shares are on deposit issue a legal proxy to them. The legal proxy will confirm that they owned the relevant number of US Shares on the Record Date and are authorised to attend and vote at the General Meeting. The holders of US Shares must bring the legal proxy received from their financial intermediary to the General Meeting; the proxy will serve as attendance card for the General Meeting.

Holders of European Shares or US Shares who wish to attend the General Meeting in person must further bring a proof of their identity (in the form of a non-expired identity card or passport) to the General Meeting.

2. **Conditions for voting electronically and through voting forms**

(i) **European Shares**

For holders of European Shares on the Record Date whose ownership is indirectly recorded, through a clearing system and who wish to provide voting instructions electronically or to vote through voting form, the EU Centralising Agent must obtain no later than **9:00 a.m. CEST on 18 June 2025** confirmation of shareholding on the Record Date.

Shareholders may cast their votes by sending a voting form to the EU Centralising Agent by mail, e-mail or by any other means indicated on the form no later than on **9:00 a.m. CEST on 18 June 2025**. Only voting forms provided by (i) the Company on its website at <https://investors.alvotech.com/corporate-governance/annual-general-meeting-2025> under the title "EU Proxy and Voting Form" or (ii) their financial intermediary in accordance with the voting procedures and instructions received may be used.

Voting forms shall be signed (including electronically) and should be returned in accordance with the instructions on the form.

Shareholders having submitted a voting form and who wish to revoke such voting form may do so by timely providing a later dated voting or proxy form or cancelling the voting form in writing to the EU Centralising Agent at the address referred to above. The votes or voting instructions lodged via a physical proxy form, voting form or electronically by **9:00 a.m. CEST on 18 June 2025**, if correctly submitted, will replace any previously submitted proxy form, voting form or voting instructions.

Shareholders who wish to submit the appointment of their proxy votes electronically, may view the General Meeting materials and register their votes by using the online platform at [www.investorvote.com/alvotech](http://www.investorvote.com/alvotech) and following the relevant instructions on the screen. You will need your login details comprising of the Identification No. and the code, which can be located on the front page of the notice and access letter provided to you. To be valid, your votes must be lodged by no later than **9:00 a.m. CEST on 18 June 2025**.

(ii) **US Shares**

Holders of US Shares on the Record Date who are unable to attend the General Meeting in person must follow the voting procedures and instructions received from their financial intermediary or, as the case may be, its procedures on changing or revoking voting instructions.

**Swedish Depositary Receipts (“SDR”)**

In addition to the aforementioned shares, the Company, through appointment of DNB Bank ASA, Sweden Branch as Depositary Bank, has shares listed through SDRs on Nasdaq Stockholm.

**The following information is of significance to the holders of SDRs registered with Euroclear Sweden AB.**

SDR holders are not registered holders of shares for the purposes of voting at the AGM. Holders of SDRs will receive a voting instruction form by mail directly from Computershare Sweden. The voting instruction form cannot be used to vote directly at the AGM. Instead, the voting instruction must be completed and returned to Computershare Sweden strictly in accordance with the instructions and deadlines that will be described in the instructions provided with the voting instruction form.

SDR holders who wish to submit the appointment of their proxy votes electronically may view the General Meeting materials and register their votes by using the online platform at [www.investorvote.com/alvotechsdr](http://www.investorvote.com/alvotechsdr) and following the relevant instructions on the screen. You will need your login details comprising of the Identification No. and the code which can be located on the front page of the notice and access letter provided to you. To be valid, your votes must be lodged by no later than **9:00 a.m. CEST on 18 June 2025**.

**3. Request for information and contact details of Centralising Agents**

A copy of the documentation related to the General Meeting is available from the date of publication of this convening notice on the Company's website at <https://investors.alvotech.com/corporate-governance/annual-general-meeting-2025>.

Shareholders requiring more information may do so by:

- ***Contacting the Centralising Agents at their addresses referred to above***
- ***Contacting the Company's Investor Relations Department:*** [alvotech.ir@alvotech.com](mailto:alvotech.ir@alvotech.com)

Luxembourg, 23 May 2025, for the board of directors

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Name: Tanya Zharov  
Title: Authorized Signatory